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Counsel to the Reorganized TSC Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

TERRESTAR CORPORATION, *et al.*,¹

Reorganized Debtors.

)
) Chapter 11
)

) Case No. 11-10612 (SHL)
)

) Jointly Administered
)

NOTICE OF FINAL FEE APPLICATION

PLEASE TAKE NOTICE that, on April 22, 2013, Akin Gump Strauss Hauer & Feld LLP (“*Akin Gump*”) filed the *Fifth Interim and Final Fee Application of Akin Gump Strauss Hauer & Feld LLP for Final Allowance of Compensation and Reimbursement of Expenses for the Period from February 16, 2011 Through March 7, 2013* (the “*Application*”). Pursuant to the *Order Directing that Certain Orders in the Chapter 11 Cases of TerreStar Networks Inc., et al. Be Made Applicable to the Chapter 11 Cases of TerreStar Corporation and TerreStar Holdings Inc. Nunc Pro Tunc to the Petition Date*, dated February 23, 2011 [Docket No. 13] (the

¹ The reorganized debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal taxpayer identification number, are: (a) TerreStar Corporation [6127] (“*TSC*”) and TerreStar Holdings Inc. [0778] (collectively, the “*February Debtors*”); and (b) TerreStar New York Inc. [6394]; Motient Communications Inc. [3833]; Motient Holdings Inc. [6634]; Motient License Inc. [2431]; Motient Services Inc. [5106]; Motient Ventures Holding Inc. [6191]; and MVH Holdings Inc. [9756] (collectively, the “*Other TSC Debtors*” and, collectively with the February Debtors, the “*TSC Debtors*”).

“Applicability Order”), Akin Gump is seeking final allowance of 100% of its fees (\$6,803,458.50) and reimbursement of 100% of its expenses (\$237,342.29) relating to services rendered during the period from February 16, 2011 through March 7, 2013 (the *“Final Fee Period”*) and payment of all unpaid amounts on account of fees withheld (\$532,080.40) during the Final Fee Period.

PLEASE TAKE FURTHER NOTICE that, in accordance with the Applicability Order, any response to the Application must be in writing and served upon: (i) TerreStar Corporation, 344 Maple Avenue West, #275, Vienna, Virginia 22180, Attn: Doug Brandon, Esq.; (ii) counsel to the TSC Debtors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Ira S. Dizengoff, Esq. and Arik Preis, Esq., and 1700 Pacific Avenue, Suite 4100, Dallas, Texas, 75201, Attn: Sarah Link Schultz, Esq.; (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Susan D. Golden, Esq.; (iv) Weil, Gotshal & Manges LLP as counsel to Harbinger Capital Partners, LLC and certain of its managed and affiliated funds, 767 Fifth Avenue, New York, New York 10153, Attn: Debra A. Dandeneau and Ronit Berkovich; (v) Richards Kibbe & Orbe LLP as counsel to West Face Long Term Opportunities Global Master L.P., One World Financial Center, New York, New York 10281-1003, Attn: Michael Friedman; (vi) Wachtell, Lipton, Rosen & Katz as counsel to Highland Capital Management, L.P. and certain of its managed and affiliated funds and as counsel to the agent for the TSC Debtors’ post-petition debtor-in-possession financing, 51 West 52nd Street, New York, New York 10019, Attn: Scott K. Charles and Alexander B. Lees; (vii) Quinn Emanuel Urquhart & Sullivan, LLP as counsel to Solus Alternative Asset Management, L.P. and counsel to OZ Management LP, 51 Madison Avenue, 22nd Floor, New York, New York 10010, Attn: Scott C.

Shelley and Daniel Holzman; and (viii) NexBank, SSB, 13455 Noel Road, 22nd Flr., Dallas, Texas 75240 as administrative agent under the Bridge Loan and as agent for the TSC Debtors' post-petition debtor-in-possession financing, Attn: Jeff Scott, in each case **so as to be received no later than May 21, 2013 at 4:00 p.m. (ET)** (the "***Objection Deadline***").

PLEASE TAKE FURTHER NOTICE that, if no responses are timely filed with respect to the Application by the Objection Deadline, in accordance with the Applicability Order, the reorganized TSC Debtors are authorized and directed to promptly pay the amounts requested in the Application.

New York, New York
Dated: April 22, 2013

/s/ Ira S. Dizengoff

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Chapter 11
)	
TERRESTAR CORPORATION, <i>et al.</i> , ¹)	Case No. 11-10612 (SHL)
)	
Reorganized Debtors.)	Jointly Administered
_____)	

**FIFTH INTERIM AND FINAL FEE APPLICATION OF AKIN GUMP STRAUSS
HAUER & FELD LLP FOR FINAL ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
FEBRUARY 16, 2011 THROUGH MARCH 7, 2013**

Name of Applicant: Akin Gump Strauss Hauer & Feld LLP

Authorized to Provide
Professional Services to: TSC Debtors²

Date of Retention: November 17, 2010 (*nunc pro tunc* to October 19, 2010)
with respect to the Other TSC Debtors; March 9, 2011
(*nunc pro tunc* to February 16, 2011) with respect to the
February Debtors

¹ The reorganized debtors in these chapter 11 cases, along with the last four digits of each debtor's federal taxpayer identification number, are: (a) TerreStar Corporation [6127] ("*TSC*") and TerreStar Holdings Inc. [0778] (collectively, the "*February Debtors*"); and (b) TerreStar New York Inc. [6394]; Motient Communications Inc. [3833]; Motient Holdings Inc. [6634]; Motient License Inc. [2431]; Motient Services Inc. [5106]; Motient Ventures Holding Inc. [6191]; and MVH Holdings Inc. [9756] (collectively, the "*Other TSC Debtors*" and, collectively with the February Debtors, the "*TSC Debtors*").

² Capitalized terms used but not defined in this summary shall have the meanings ascribed to such terms in the body of this Application.

Period for which Compensation
and Reimbursement is sought:

On an interim basis: July 1, 2012 through March 7, 2013;
On a final basis: February 16, 2011 through March 7, 2013

Amount of Compensation sought

as actual, reasonable, and necessary: \$1,313,543.50 (July 1, 2012 through March 7, 2013);
\$6,803,458.50 (February 16, 2011 through March 7, 2013)

Amount of Expense Reimbursement sought

as actual, reasonable, and necessary: \$54,665.79 (July 1, 2012 through March 7, 2013);
\$237,342.29 (February 16, 2011 through March 7, 2013)

Total compensation and reimbursement for expenses previously awarded:

Time Period	Fees	Expenses	Status
<u>First Interim Fee Application:</u> February 16, 2011 through May 31, 2011	\$559,071.50	\$17,063.34	Approved on an interim basis. Pursuant to the First Interim Fee Order and the Second Interim Fee Order, Akin Gump has received 100% of fees and expenses awarded.
<u>Second Interim Fee Application:</u> June 1, 2011 through September 30, 2011	\$1,210,631.75	\$18,181.92	Approved on an interim basis. Pursuant to the Second Interim Fee Order and the Third Interim Fee Order, Akin Gump has received 100% of fees and expenses awarded.
<u>Third Interim Fee Application:</u> October 1, 2011 through February 29, 2012	\$2,602,915.25	\$102,634.76	Approved on an interim basis. Pursuant to the Third Interim Fee Order and the Fourth Interim Fee Order, Akin Gump has received 100% of fees and expenses awarded.
<u>Fourth Interim Fee Application:</u> March 1, 2012 through June 30, 2012	\$1,117,296.50	\$44,796.48	Approved on an interim basis. Pursuant to the Fourth Interim Fee Order, Akin Gump has received 80% of fees and 100% of expenses awarded.
<u>Fifth Interim Fee Application:</u> July 1, 2012 through March 7, 2013	\$1,313,543.50	\$54,665.79	Pending. Pursuant to the Interim Compensation Order, Akin Gump has received 80% of the fees and 100% of expenses requested in the Monthly Fee Statements. Akin Gump has not yet received fees or expenses for the period from March 1, 2013 through March 7, 2013, because this Application is the first request for payment of such fees and expenses.
Total	\$6,803,458.50	\$237,342.29	

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EXHIBIT A

Affirmation of Ira S. Dizengoff

EXHIBIT B

Invoices for the Fifth Interim Period

EXHIBIT C

Hours and Billing Rate Schedule for the Fifth Interim Period

EXHIBIT D

Compensation by Project Category for the Fifth Interim Period

EXHIBIT E

Expenses by Category for the Fifth Interim Period

EXHIBIT F

Hours and Billing Rate Schedule for the Final Fee Period

EXHIBIT G

Compensation by Project Category for the Final Fee Period

EXHIBIT H

Expenses by Category for the Final Fee Period

Akin Gump Strauss Hauer & Feld LLP (“**Akin Gump**”), counsel to the TSC Debtors, hereby files this application (the “**Application**”) pursuant to (i) sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), (iii) Rule 2016-1 of the Local Rules of Bankruptcy Procedure for the Southern District of New York (the “**Local Rules**”), (iv) the *Order Establishing Procedures for Interim and Compensation and Reimbursement of Expenses for Professionals* entered on November 17, 2010 (the “**Initial Interim Compensation Order**”) made applicable to these cases by the *Order Directing That Certain Orders in the Chapter 11 Cases of TerreStar Networks Inc., et al. Be Made Applicable to the Chapter 11 Cases of TerreStar Corporation and TerreStar Holdings Inc. Nunc Pro Tunc to the Petition Date*, dated February 23, 2011 [Docket No. 13] (the “**Applicability Order**” and, together with the Initial Interim Compensation Order, the “**Interim Compensation Order**”), and (v) the *Findings of Fact, Conclusions of Law and Order Confirming the Joint Chapter 11 plan of TerreStar Corporation, Motient Communications Inc., Motient Holdings Inc., Motient License Inc., Motient Services Inc., Motient Ventures Holding Inc., MVH Holdings Inc., TerreStar Holdings Inc. and TerreStar New York Inc.* [Docket No. 668] (the “**Confirmation Order**”) for final allowance of compensation for services rendered and for reimbursement of expenses incurred during the entirety of the TSC Debtors’ chapter 11 cases. In connection therewith, Akin Gump respectfully states as follows:

I. PRELIMINARY STATEMENT¹

1. This Application is for the final approval and allowance of Akin Gump’s fees and expenses for both the Fifth Interim Period and the entire case. It can safely be said that throughout the 22 months that these cases have been pending, these cases have been highly

¹ Capitalized terms used but not defined in this Preliminary Statement shall have the meanings ascribed to such terms in the body of this Application.

contentious and that Akin Gump, in conjunction with the TSC Debtors' other professionals, has worked tirelessly on behalf of the TSC Debtors' estates to maximize value for their stakeholders.

2. The TSC Debtors entered chapter 11 with a pre-negotiated plan of reorganization that was supported by the Preferred Shareholders. Almost immediately, TSC's common shareholders began objecting to the plan because, among other things, the plan provided that TSC's common stock would be cancelled. Certain shareholders also sought the appointment of an equity committee and an examiner to investigate many unsupported allegations. Akin Gump professionals assisted the TSC Debtors in successfully defeating these requests and continue to defend this Court's decisions with respect to such requests in connection with the currently pending appeals to the District Court.

3. Nearly 14 months after filing for chapter 11 protection, the Spectrum Lease—the TSC Debtors' primary source of revenue—was terminated. Akin Gump professionals and paraprofessionals addressed many issues arising out of the Spectrum Lease termination, including by negotiating and successfully seeking approval of a second \$16.5 million postpetition financing facility provided by the Preferred Shareholders, who also committed to provide the TSC Debtors with exit financing for emergence from chapter 11. In addition, Akin Gump prepared and filed the Disclosure Statement Supplement to address, among other things, termination of the Spectrum Lease and the DIP Financing.

4. Akin Gump professionals and paraprofessionals also focused their efforts on preserving value for the TSC Debtors' estates and their stakeholders by arduously litigating several contentious claim objections, including a \$104 million claim asserted by Sprint, a \$14 million claim asserted by Jefferies, a \$27.9 million claim asserted by Elektrobit, and a \$1 million claim asserted by Swarts. Akin Gump's efforts and expertise resulted in value-adding settlements with each of Sprint, Jefferies, and Elektrobit and preserved significant value for the

TSC Debtors' stakeholders and maximized distributions for the TSC Debtors' creditors. Accordingly, Akin Gump respectfully submits that its fees and expenses incurred during the Final Fee Period on behalf of, and at the direction of, the TSC Debtors were reasonable, necessary, and integral to the successful conclusion of these cases.

II. RELIEF REQUESTED

5. By this Application, Akin Gump seeks (i) final allowance and award of compensation for professional services rendered to the TSC Debtors for the period February 16, 2011 through March 7, 2013 (the "***Final Fee Period***") in the amount of \$6,803,458.50, representing more than 14,000 hours of professional and paraprofessional services, (ii) reimbursement of actual and necessary expenses incurred by Akin Gump during the Final Fee Period in connection with the rendition of such professional and paraprofessional services in the amount of \$237,342.29; and (iii) payment of all unpaid amounts on account of fees withheld during the Final Fee Period in accordance with the Interim Compensation Order in the amount of \$532,080.40 (the "***Holdback***") and unpaid expenses in the amount of \$9,099.90.

III. JURISDICTION AND VENUE

6. This Court has jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

7. The bases for the relief requested herein are Bankruptcy Code sections 328, 330 and 331, Bankruptcy Rule 2016, and Local Rule 2016-1.

IV. GENERAL BACKGROUND

8. On October 19, 2010 (the "***October Petition Date***") and February 16, 2011 (the "***Petition Date***"), the Other TSC Debtors,² and the February Debtors, respectively, filed petitions

² Also on October 19, 2010, TerreStar Networks Inc. and certain of its affiliated debtors (collectively, the "***TSN Debtors***," and together with the Other TSC Debtors, the "***October Debtors***") each filed a petition with this

with this Court under chapter 11 of the Bankruptcy Code. During the course of their chapter 11 cases, the TSC Debtors operated their business as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

9. On October 20, 2010, the Court entered an order providing for the joint administration of the Other TSC Debtors' cases with the chapter 11 cases of TerreStar Networks Inc. and its affiliated debtors and debtors in possession for procedural purposes, styled *In re TerreStar Networks Inc., et al.*, Case No. 10-15446 (SHL). Contemporaneously with the filing of the petitions for the February Debtors on the Petition Date, the Other TSC Debtors requested that their cases be deconsolidated from the case of TerreStar Networks Inc., and the TSC Debtors sought procedural consolidation and joint administration of the chapter 11 cases of the Other TSC Debtors and the February Debtors under the case number of TSC. On February 23, 2011, the Court entered orders amending joint administration of the Other TSC Debtors' chapter 11 cases and providing for the joint administration of the TSC Debtors' cases for procedural purposes, styled *In re TerreStar Corporation, et al.*, Case No. 11-10612 (SHL).

10. On October 29, 2010, the United States Trustee for the Southern District of New York (the "*U.S. Trustee*") appointed an official committee of unsecured creditors (the "*TSN Committee*") of the October Debtors.³ No statutory committee was appointed or designated in the February Debtors' cases.

11. On November 17, 2010 and March 9, 2011, this Court authorized the Other TSC Debtors and the February Debtors, respectively,⁴ to retain Akin Gump to serve as their counsel in

Court under chapter 11 of the Bankruptcy Code. As this Court is aware, the TSN Debtors confirmed a chapter 11 plan that became effective on or about March 29, 2012.

³ The TSN Debtors have confirmed and consummated their chapter 11 plan. Therefore, the TSN Committee is no longer in existence.

⁴ The Other TSC Debtors' retention of Akin Gump was approved by the Court *nunc pro tunc* to October 19, 2010, and the February Debtors' retention of Akin Gump was approved by the Court *nunc pro tunc* to February 16, 2011.

these proceedings pursuant to Bankruptcy Code sections 327(a) and 328(a), Bankruptcy Rule 2014, and the terms set forth in the respective orders authorizing the Other TSC Debtors and the February Debtors to retain Akin Gump. By orders entered October 20, 2010 and February 23, 2011, the Court authorized the Other TSC Debtors and the February Debtors, respectively, to retain The Garden City Group, Inc. (“**GCG**”) as claims agent. On November 23, 2010 and December 22, 2010, the Court entered interim and final orders, respectively, authorizing the Other TSC Debtors to retain Blackstone Advisory Partners L.P. (“**Blackstone**”) as their financial advisor. On March 23, 2011 and April 26, 2011, the Court entered interim and final orders, respectively, authorizing the February Debtors to retain Blackstone as their financial advisor. On January 13, 2010 and May 4, 2011, the Court authorized the Other TSC Debtors and the February Debtors, respectively, to retain Deloitte Tax LLP (“**Deloitte**”) as their tax services provider.

12. The TSC Debtors have advised Akin Gump that, to date, they have paid all quarterly fees due to the U.S. Trustee and have filed all required monthly operating reports with the U.S. Trustee.

13. As stated in the Affirmation of Ira S. Dizengoff, Esq., annexed hereto as Exhibit A, all of the services for which compensation is sought herein were rendered for or on behalf of the TSC Debtors solely in connection with these chapter 11 cases.

14. Before the Petition Date, at the outset of its retention, Akin Gump received an advance payment retainer from the February Debtors as compensation for professional services to be performed relating to the potential restructuring of the February Debtors’ financial obligations and the commencement and administration of these chapter 11 cases and for the reimbursement of reasonable and necessary expenses incurred in connection therewith. Akin Gump used this advance to credit the February Debtors’ account for its charges for professional

services performed and expenses incurred before the Petition Date. After application of the amounts from the advance for payment of pre-petition professional services and related expenses, the excess amount of approximately \$65,000.00 was held as an advance payment retainer (the “**Retainer**”). Akin Gump applied the Retainer to credit the February Debtors’ account against its monthly fee statement for December 2011. As a result, the Retainer has been exhausted. There is no agreement or understanding between Akin Gump and any other person (other than members of Akin Gump) for the sharing of compensation to be received for the services rendered in these cases.

15. On September 11, 2012, the TSC Debtors filed the solicitation version of the Plan (as defined below) [Docket No. 614]. On October 24, 2012, the Court entered the Confirmation Order. On March 7, 2013, the Plan became effective (the “**Effective Date**”) and on March 11, 2013, the TSC Debtors filed the *Notice of (A) The Occurrence of the Effective Date Under the Joint Chapter 11 Plan of TerreStar Corporation, Motient Communications Inc., Motient Holdings Inc., Motient License Inc., Motient Services Inc., Motient Ventures Holding Inc., MVH Holdings Inc., TerreStar Holdings Inc. and TerreStar New York Inc.; (B) Administrative Claim Bar Date; and (C) Deadline for Professionals To File Final Fee Applications* [Docket No. 734]. Pursuant to such notice, Akin Gump has chosen to file one combined application for the Fifth Interim Period and the Final Fee Period by April 22, 2013.

V. PRIOR INTERIM FEE PERIODS

16. On July 15, 2011, Akin Gump filed the *First Interim Application of Akin Gump Strauss Hauer & Feld LLP for Approval and Allowance of Compensation and for Reimbursement of Expenses for Services Rendered During the Period from February 16, 2011 Through May 31, 2011* [Docket No. 129] (the “**First Interim Fee Application**”) seeking interim allowance of compensation for services rendered in the aggregate amount of \$559,071.50 and for

reimbursement of actual and necessary expenses in connection therewith in the amount of \$17,063.34. On August 29, 2011, the Court entered an order [Docket No. 178] (the “**First Interim Fee Order**”) granting the relief requested in the First Interim Fee Application and allowing Akin Gump \$447,257.20 in fees and \$17,063.34 in expense reimbursement. As a result, Akin Gump has received 100% of the fees and expenses requested in the First Interim Fee Application.⁵

17. On November 14, 2011, Akin Gump filed the *Second Interim Application of Akin Gump Strauss Hauer & Feld LLP for Approval and Allowance of Compensation and for Reimbursement of Expenses for Services Rendered During the Period from June 1, 2011 Through September 30, 2011* [Docket No. 267] (the “**Second Interim Fee Application**”) seeking interim allowance of compensation for services rendered in the aggregate amount of \$1,210,631.75 and for reimbursement of actual and necessary expenses in connection therewith in the amount of \$18,181.92. On December 27, 2011, the Court entered an order [Docket No. 311] (the “**Second Interim Fee Order**”) granting the relief requested in the Second Interim Fee Application and allowing Akin Gump \$1,210,631.75 in fees and \$18,181.92 in expense reimbursement. As a result, Akin Gump has received 100% of fees and expenses requested in the Second Interim Fee Application.⁶

18. On April 11, 2012, Akin Gump filed the *Third Interim Application of Akin Gump Strauss Hauer & Feld LLP for Approval and Allowance of Compensation and for Reimbursement of Expenses for Services Rendered During the Period from October 1, 2011 Through February 29, 2012* [Docket No. 461] (the “**Third Interim Fee Application**”) seeking interim allowance of compensation for services rendered in the aggregate amount of

⁵ Pursuant to the Second Interim Fee Order (as defined below), the Court released all court-appointed professionals’ awarded interim fees held back pursuant to the First Interim Fee Order.

⁶ Pursuant to the Third Interim Fee Order (as defined below), the Court released all court-appointed professionals’ awarded interim fees held back pursuant to the Second Interim Fee Order.

\$2,602,915.25 and for reimbursement of actual and necessary expenses in connection therewith in the amount of \$102,634.76. On July 9, 2012, the Court entered an order [Docket No. 535] (the “**Third Interim Fee Order**”) granting the relief requested in the Third Interim Fee Application and allowing Akin Gump \$2,082,332.20 in fees and \$102,634.76 in expense reimbursement. As a result, Akin Gump has received payment for 100% of fees and expenses requested in the Third Interim Fee Application.⁷

19. On September 7, 2012, Akin Gump filed the *Fourth Interim Application of Akin Gump Strauss Hauer & Feld LLP for Approval and Allowance of Compensation and for Reimbursement of Expenses for Services Rendered During the Period from March 1, 2012 Through June 30, 2012* [Docket No. 609] (the “**Fourth Interim Fee Application**” and, collectively with the First Interim Fee Application, the Second Interim Fee Application, and the Third Interim Fee Application, the “**Interim Fee Applications**”) seeking interim allowance of compensation for services rendered in the aggregate amount of \$1,117,296.50 and for reimbursement of actual and necessary expenses in connection therewith in the amount of \$45,688.17. On November 19, 2012, the Court entered an order [Docket No. 690] (the “**Fourth Interim Fee Order**”) granting the relief requested in the Fourth Interim Fee Application. As a result, Akin Gump has received payment for 80% of fees and 100% of expenses requested in the Fourth Interim Fee Application.⁸

20. On August 20, 2012, Akin Gump filed the *Eighteenth Monthly Application of Akin Gump Strauss Hauer & Feld LLP for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered During the Period from July 1, 2012 Through July 31, 2012* [Docket No. 574] (the “**Eighteenth Monthly Fee Statement**”) seeking interim

⁷ Pursuant to the Fourth Interim Fee Order (as defined below), the Court released all court-appointed professionals’ awarded interim fees held back pursuant to the Third Interim Fee Order.

⁸ Pursuant to the Fourth Interim Fee Order, the Court held back 20% of all court-appointed professionals’ awarded interim fees.

allowance of compensation for services rendered in the aggregate amount of \$277,782.50 and for reimbursement of actual and necessary expenses in connection therewith in the amount of \$8,780.91. Pursuant to the Interim Compensation Order, Akin Gump has received payment for 80% of fees and 100% of expenses requested in the Eighteenth Monthly Fee Statement.

21. On September 20, 2012, Akin Gump filed the *Nineteenth Monthly Application of Akin Gump Strauss Hauer & Feld LLP for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered During the Period from August 1, 2012 Through August 31, 2012* [Docket No. 628] (the “**Nineteenth Monthly Fee Statement**”) seeking interim allowance of compensation for services rendered in the aggregate amount of \$238,026.00 and for reimbursement of actual and necessary expenses in connection therewith in the amount of \$4,482.06. Pursuant to the Interim Compensation Order, Akin Gump has received payment for 80% of fees and 100% of expenses requested in the Nineteenth Monthly Fee Statement.

22. On October 22, 2012, Akin Gump filed the *Twentieth Monthly Application of Akin Gump Strauss Hauer & Feld LLP for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered During the Period from September 1, 2012 Through September 30, 2012* [Docket No. 666] (the “**Twentieth Monthly Fee Statement**”) seeking interim allowance of compensation for services rendered in the aggregate amount of \$227,605.00 and for reimbursement of actual and necessary expenses in connection therewith in the amount of \$9,117.53. Pursuant to the Interim Compensation Order, Akin Gump has received payment for 80% of fees and 100% of expenses requested in the Twentieth Monthly Fee Statement.

23. On November 27, 2012, Akin Gump filed the *Twenty-First Monthly Application of Akin Gump Strauss Hauer & Feld LLP for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered During the Period from October 1, 2012*

Through October 31, 2012 [Docket No. 693] (the “***Twenty-First Monthly Fee Statement***”) seeking interim allowance of compensation for services rendered in the aggregate amount of \$311,920.50 and for reimbursement of actual and necessary expenses in connection therewith in the amount of \$14,315.57. Pursuant to the Interim Compensation Order, Akin Gump has received payment for 80% of fees and 100% of expenses requested in the Twenty-First Monthly Fee Statement.

24. On December 20, 2012, Akin Gump filed the *Twenty-Second Monthly Application of Akin Gump Strauss Hauer & Feld LLP for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered During the Period from November 1, 2012 Through November 30, 2012* [Docket No. 704] (the “***Twenty-Second Monthly Fee Statement***”) seeking interim allowance of compensation for services rendered in the aggregate amount of \$55,083.50 and for reimbursement of actual and necessary expenses in connection therewith in the amount of \$2,644.90. Pursuant to the Interim Compensation Order, Akin Gump has received payment for 80% of fees and 100% of expenses requested in the Twenty-Second Monthly Fee Statement.

25. On January 22, 2013, Akin Gump filed the *Twenty-Third Monthly Application of Akin Gump Strauss Hauer & Feld LLP for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered During the Period from December 1, 2012 Through December 31, 2012* [Docket No. 717] (the “***Twenty-Third Monthly Fee Statement***”) seeking interim allowance of compensation for services rendered in the aggregate amount of \$68,448.50 and for reimbursement of actual and necessary expenses in connection therewith in the amount of \$7.84. Pursuant to the Interim Compensation Order, Akin Gump has received payment for 80% of fees and 100% of expenses requested in the Twenty-Third Monthly Fee Statement.

26. On February 20, 2013, Akin Gump filed the *Twenty-Fourth Monthly Application of Akin Gump Strauss Hauer & Feld LLP for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered During the Period from January 1, 2013 Through January 31, 2013* [Docket No. 728] (the “**Twenty-Fourth Monthly Fee Statement**”) seeking interim allowance of compensation for services rendered in the aggregate amount of \$30,471.50 and for reimbursement of actual and necessary expenses in connection therewith in the amount of \$3,396.31. Pursuant to the Interim Compensation Order, Akin Gump has received payment for 80% of fees and 100% of expenses requested in the Twenty-Fourth Monthly Fee Statement.

27. On March 20, 2013, Akin Gump filed the *Twenty-Fifth Monthly Application of Akin Gump Strauss Hauer & Feld LLP for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered During the Period from February 1, 2013 Through February 28, 2013* [Docket No. 740] (the “**Twenty-Fifth Monthly Fee Statement**”)⁹ seeking interim allowance of compensation for services rendered in the aggregate amount of \$46,815.50 and for reimbursement of actual and necessary expenses in connection therewith in the amount of \$2,821.67. Pursuant to the Interim Compensation Order, Akin Gump has received payment for 80% of fees and 100% of expenses requested in the Twenty-Fifth Monthly Fee Statement.

VI. SUMMARY OF SERVICES RENDERED

28. Since the Petition Date, Akin Gump has rendered professional services to the TSC Debtors as requested and as necessary and appropriate in furtherance of the TSC Debtors’ interests. The variety and complexity of the issues in these chapter 11 cases and the need to act

⁹ The Eighteenth Monthly Fee Statement, Nineteenth Monthly Fee Statement, Twentieth Monthly Fee Statement, Twenty-First Monthly Fee Statement, Twenty-Second Monthly Fee Statement, Twenty-Third Monthly Fee Statement, Twenty-Fourth Monthly Fee Statement and Twenty-Fifth Monthly Fee Statement are collectively referred to herein as the “**Monthly Fee Statements**.”

or respond to such issues on an expedited basis in furtherance of the TSC Debtors' needs have required the expenditure of substantial time by Akin Gump personnel from numerous legal disciplines, on an as-needed basis.

A. Fifth Interim Period

29. Pursuant to the Interim Compensation Order, Akin Gump seeks final allowance and approval of compensation for professional services rendered to the TSC Debtors during the period from July 1, 2012 through March 7, 2013 (the "***Fifth Interim Period***") in the aggregate amount of \$1,313,543.50 and reimbursement of expenses incurred in connection with such services in the aggregate amount of \$54,665.79. Akin Gump professionals and paraprofessionals expended a total of 2630.90 hours during the Fifth Interim Period in rendering necessary and beneficial legal services to the TSC Debtors. Akin Gump maintains written records of the time expended by attorneys and paraprofessionals in the rendition of their professional services to the TSC Debtors. Such time records were made contemporaneously with the rendition of services by the person performing such services and in the ordinary course of Akin Gump's practice, and they are presented in a form that is in compliance with the Local Rules and the General Order M-389, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the "***Local Guidelines***") and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, effective January 30, 1996 (the "***UST Guidelines***," and, collectively with the Local Guidelines, the "***Guidelines***"). A compilation showing the name of the attorney or paraprofessional, the date on which the services were performed, a description of the services rendered, and the amount of time spent in performing the services during the Fifth Interim Period is annexed hereto as Exhibit B. A summary chart of the hours expended by each Akin Gump professional and paraprofessional during the Fifth Interim Period with a billing rate schedule is

annexed hereto as Exhibit C. A summary chart of the services rendered during the Fifth Interim Period organized by project category is annexed hereto as Exhibit D.

30. Akin Gump also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its professional services, which are also available for inspection. A schedule of the categories of expenses and amounts in connection with the Fifth Interim Period for which reimbursement is requested is annexed hereto as Exhibit E.

31. Akin Gump respectfully submits that the professional services it rendered on behalf of the TSC Debtors during the Fifth Interim Period were necessary and appropriate, and have directly contributed to the effective administration of these chapter 11 cases.

B. Final Fee Period

32. Pursuant to the Interim Compensation Order and the Confirmation Order, by this Application, Akin Gump seeks final allowance and approval of compensation for professional services rendered to the TSC Debtors during the Final Fee Period in the aggregate amount of \$6,803,458.50 and reimbursement of expenses incurred in connection with such services in the aggregate amount of \$237,342.29, for a total allowance of \$7,040,800.79 for fees and expenses incurred. To date, Akin Gump has received total payment of \$6,271,389.10 for legal services rendered to the TSC Debtors and \$228,243.29 for related expenses during the Final Fee Period pursuant to the Interim Compensation Order.

33. Akin Gump professionals and paraprofessionals expended a total of more than 14,000 hours during the Final Fee Period in rendering necessary and beneficial legal services to the TSC Debtors. Copies of Akin Gump's monthly fee statements, including a compilation showing the name of the attorney or paraprofessional, the date on which the services were performed, a description of the services rendered, and the amount of time spent in performing the

services each applicable compensation period were previously filed with each of the prior Interim Fee Applications [Docket Nos. 129, 267, 461, and 609]. A summary chart of the hours expended by each Akin Gump professional and paraprofessional during the Final Fee Period with a billing rate schedule is annexed hereto as Exhibit F. A summary chart of the services rendered during the Final Fee Period organized by project category is annexed hereto as Exhibit G. A summary schedule of the categories of expenses and amounts in connection with the Final Fee Period for which reimbursement is requested is annexed hereto as Exhibit H.

34. Akin Gump respectfully submits that the professional services it rendered on behalf of the TSC Debtors throughout the Final Fee Period were necessary and appropriate, and have directly contributed to the effective administration of these chapter 11 cases and their successful conclusion.

C. Summary of Services Rendered by Category

35. The following summary of services rendered during the Fifth Interim Period and the Final Fee Period is not intended to be a detailed description of the work performed, because those day-to-day services and the time expended in performing such services are fully set forth in Exhibit B or were filed with each of the prior Interim Fee Applications, as applicable. Rather, this summary is merely an attempt to highlight certain of those areas in which services were rendered to the TSC Debtors, as well as to identify some of the problems and issues that Akin Gump was required to address during the Fifth Interim Period and the Final Fee Period.

(i) Case Administration

36. A portion of the services rendered during the Final Fee Period, including the Fifth Interim Period, related to the TSC Debtors' organizational and administrative needs. Akin Gump spent time during the Final Fee Period on a variety of tasks that were necessary to ensure the efficient and smooth administration of legal services related to the TSC Debtors' chapter 11

cases, including: (a) following established procedures for case administration and reviewing and monitoring the docket and related pleadings and correspondence; (b) preparing case calendars and task lists; (c) conducting team meetings and conferring with the TSC Debtors as needed in relation to task lists and pending matters; (d) coordinating service of pleadings and notices with GCG, the claims agent retained in these chapter 11 cases; and (e) attending to staffing issues and internally coordinating among Akin Gump professionals, GCG, and the TSC Debtors. Due to Akin Gump's experience in counseling debtors in possession, Akin Gump believes it was able to efficiently address all issues related to case administration that have arisen during these chapter 11 proceedings.

(a) Examiner Requests

37. This subject matter also relates to services rendered by Akin Gump attorneys and paraprofessionals in connection with the requests for the appointment of an examiner filed by Jeffrey R. Swarts, Mohawk Capital LLC ("***Mohawk***"), and Aldo I. Perez (collectively, the "***Examiner Requests***"). During the Final Fee Period, Akin Gump prepared the *Objection of the TSC Debtors to the Request for Appointment of an Examiner*, which was filed on September 14, 2011 [Docket No. 201]. A hearing on the Examiner Requests was held before this Court on September 19, 2011. On September 23, 2011, the Court entered an order denying the Examiner Requests [Docket No. 207] (the "***Denial Order***").

38. On October 11, 2011, Perez filed a motion to reconsider the Denial Order [Docket No. 232]. Akin Gump researched the legal and factual issues raised in the motion to reconsider and prepared the *TSC Debtors' Objection to Motion of Aldo I. Perez for Reconsideration of Order Denying Motion To Appoint Examiner*, which was filed on November 4, 2011 [Docket No. 253]. Swarts filed a joinder to the motion to reconsider on November 15, 2011 [Docket No. 273]. In connection with the reconsideration motion, Akin Gump attorneys and

paraprofessionals, on behalf of the TSC Debtors, prepared for and held a deposition of Perez, where they sought to discover the bases for Perez's assertions. At the hearing on November 16, 2011, the Court denied the motion to reconsider the Denial Order and, separately, denied Perez's request to appoint an examiner in the TSC Debtors' cases [Docket No. 290].

39. Subsequently, Perez appealed the Court's denial of his requests to appoint an examiner [Docket Nos. 310, 334, and 335] to the United States District Court for the Southern District of New York (the "*District Court*"). Akin Gump professionals and paraprofessionals have diligently monitored the appeal docket and carefully evaluated the effect of such appeal on the TSC Debtors' chapter 11 cases. The appeal was subsequently reassigned from District Court Judge Paul A. Crotty to Judge Ronnie Abrams. After a period of inactivity, Judge Abrams ordered Perez and the TSC Debtors to each submit a letter informing the District Court as to whether the parties intend to proceed with the appeal, and the District Court set a briefing schedule. Perez failed to file an appellate brief in the time allotted by the District Court pursuant to such briefing schedule. As a result, Akin Gump professionals researched and drafted a motion to dismiss the appeal. Thereafter, Perez submitted a letter to the District Court requesting additional time to file a brief, and the District Court granted the request and set a new briefing schedule. The new deadline for Perez to file an opening brief was set for December 28, 2012. On December 28, 2012, Perez filed a motion in the District Court seeking leave to supplement the record on appeal and seeking an extension of time to file an initial brief. The District Court granted the motion and set February 8, 2013 as the new deadline for Perez to file an initial brief, with the TSC Debtors' appellee brief due on February 22, 2013. On January 3, 2013, Perez filed a designation of contents on appeal with this Court [Docket No. 707].

40. Perez failed to file an opening brief by the February 8, 2013 deadline. As a result, Akin Gump professionals researched and began drafting a motion to dismiss the appeal for

mootness and failure to prosecute. Perez filed his opening brief after the deadline, on February 14, 2013, and such brief was entered on the District Court's docket on February 22, 2013. On February 25, 2013, the TSC Debtors submitted a letter to the District Court requesting that the District Court dismiss the appeal or, alternatively, order a new briefing schedule to allow the TSC Debtors additional time to prepare their appellate brief. The District Court declined to dismiss and set March 8, 2013 as the deadline for the TSC Debtors' opening brief. Accordingly, Akin Gump professionals conducted research and drafted an appellee brief. The reorganized TSC Debtors filed their appellee brief shortly after the Final Fee Period on March 8, 2013. On March 28, 2013, the District Court held a status conference on the appeal and ordered both parties to submit certain additional evidence in support of their briefs, which Akin Gump submitted on behalf of the reorganized TSC Debtors on April 5, 2013. Akin Gump's review and analysis of the appeal is ongoing as of the date hereof.

(b) Standing Request

41. This subject matter also relates to services rendered by Akin Gump attorneys and paraprofessionals in connection with requests by Mohawk for standing to pursue an alleged intercompany fraudulent transfer action on behalf of TSC and its affiliates. On January 9, 2012, Mohawk filed a motion seeking standing to pursue the alleged intercompany fraudulent transfer action [Docket No. 328]. Akin Gump, on behalf of the TSC Debtors, prepared an objection to Mohawk's motion, which was filed on January 18, 2012 [Docket No. 345]. On February 21, 2012, following a hearing on Mohawk's motion for standing where Akin Gump opposed the motion on behalf of the TSC Debtors, the Court denied Mohawk's motion.

(ii) Preparation of Monthly Billing Statements/Other Professionals' Monthly Billing Statements

42. During the Fifth Interim Period, Akin Gump prepared each of the Monthly Fee Statements, as well as the Fourth Interim Fee Application. Further, Akin Gump professionals

and paraprofessionals reviewed all time entries and expenses to ensure compliance with the Guidelines, the Interim Compensation Order, and applicable provisions of the Bankruptcy Code. Akin Gump professionals also reviewed the time entries substantively to preserve the confidentiality of the work performed for the TSC Debtors. During the Final Fee Period, Akin Gump prepared each of its prior monthly fee statements and Interim Fee Applications. In addition, Akin Gump professionals and paraprofessionals assisted Blackstone and Deloitte with their monthly fee statements and interim fee applications during the Final Fee Period.

43. Throughout the Final Fee Period, Akin Gump also analyzed certain professionals' fee statements for compliance with the *Final Order (A) Authorizing the February Debtors to Obtain Postpetition Financing and (B) Authorizing the February Debtors to Use Cash Collateral* [Docket No. 43], which were submitted to the February Debtors by the following professionals: (a) Weil, Gotshal & Manges LLP as counsel to Harbinger Capital Partners, LLC ("**Harbinger**") and certain of its managed and affiliated funds, (b) Wachtell, Lipton, Rosen & Katz as counsel to Highland Capital Management, L.P. ("**Highland**"), (c) Quinn Emanuel Urquhart & Sullivan, LLP as counsel to Solus Alternative Asset Management, L.P. ("**Solus**") and, collectively with Harbinger and Highland, the "**Preferred Shareholders**"), counsel to NexBank, SSB, the agent for the TSC Debtors' post-petition debtor-in-possession financing and counsel to OZ Management LP, and (d) Kirkland & Ellis LLP as tax counsel to Solus and OZ Management LP. Additionally, throughout the Final Fee Period, Akin Gump tracked the aggregate amount of fees and expenses cumulatively requested by each professional to ensure that the cumulative amount of fees and expenses sought were not excessive in relation to the cumulative services each professional provided and prepared a chart detailing the fees and expenses incurred by all professionals compensated by the TSC Debtors' estates.

(iii) Review and Analysis of Financial Reports, Schedules, Statements

44. These chapter 11 cases required that Akin Gump dedicate resources to helping the TSC Debtors comply with the requirements of being debtors in possession under the Bankruptcy Code. In this regard, Akin Gump professionals and paraprofessionals worked to assist the February Debtors in preparing their schedules of assets and liabilities and statements of financial affairs (collectively, the “*Schedules*”) as required by Bankruptcy Rule 1007, which were filed on March 2, 2011 [Docket Nos. 25 through 28]. In addition to work related to the Schedules, this billing category includes time spent by Akin Gump professionals and paraprofessionals related to compliance with bankruptcy disclosure requirements. Thus, this billing category includes time spent preparing information for disclosure pursuant to the *U.S. Trustee’s Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*.

45. Additionally, Akin Gump attorneys participated in numerous conference calls with the TSC Debtors’ representatives, Blackstone, the Preferred Shareholders, and other parties in interest to discuss the TSC Debtors’ liquidity and reorganization efforts throughout the Final Fee Period.

(iv) Retention of Professionals

46. This subject matter relates to services performed by Akin Gump attorneys and paraprofessionals during the Final Fee Period in connection with the preparation of the February Debtors’ professionals’ retention applications and negotiations in connection therewith. During the Final Fee Period, Akin Gump assisted in preparing and filing an application requesting authority for the February Debtors to retain Blackstone as financial advisor in the February Debtors’ chapter 11 cases, which was filed on March 4, 2011 [Docket No. 35]. Interim and final orders authorizing the February Debtors to retain Blackstone were entered on March 23, 2011 and April 17, 2011, respectively [Docket Nos. 56 and 82].

47. In addition, this subject matter includes Akin Gump's assistance to the February Debtors in preparing and filing an application to retain Deloitte as tax services provider *nunc pro tunc* to the Petition Date, which was filed on April 22, 2011 [Docket No. 78]. This Court entered an order authorizing the February Debtors to retain Deloitte on May 4, 2011 [Docket No. 88].

48. Akin Gump also assisted the TSC Debtors by negotiating terms for the retention of RKF Engineering Solutions, LLC to evaluate the technical aspects of the TSC Debtors' primary asset, the 1.4 Spectrum.¹⁰ In connection therewith, Akin Gump prepared the *TSC Debtors' Motion for an Order Authorizing Entry into a Consulting Agreement with RKF Engineering Solutions, LLC*, which was filed on June 15, 2012 [Docket No. 497] (the "**RKF Motion**"). Akin Gump also prepared a motion to shorten the notice period and expedite the hearing on the RKF Motion, which was filed concurrently with the RKF Motion [Docket No. 498]. Elektrobitt Inc. ("**Elektrobitt**") filed a response to the RKF Motion on June 27, 2012 [Docket No. 511], and Perez filed an objection to the RKF Motion that was entered on the docket on June 29, 2012 [Docket No. 524]. Following a hearing on the RKF Motion, the Court entered an order granting the relief requested therein [Docket No. 533].

49. During the Final Fee Period, the TSC Debtors, with the assistance of Akin Gump, determined to modify their management structure to ensure an efficient exit from chapter 11. In connection therewith, Akin Gump negotiated the terms of and prepared the TSC Debtors' *Motion for an Order Authorizing the TSC Debtors To Make Certain Payments in Connection with*

¹⁰ During the Final Fee Period, Akin Gump professionals and paraprofessionals addressed issues arising out of the rights of TerreStar 1.4 Holdings LLC ("**1.4 Holdings**") to use 1.4 GHz terrestrial spectrum ("**1.4 Spectrum**") pursuant to 64 FCC licenses (the "**FCC Licenses**") held by 1.4 Holdings. In September 2009, 1.4 Holdings entered into a lease agreement (the "**Spectrum Lease**") with One Dot Four Corp. ("**One Dot Four**"), a subsidiary of LightSquared, Inc., whereby One Dot Four leased the rights to use the 1.4 Spectrum for which 1.4 Holdings holds the FCC Licenses. Pursuant to the Spectrum Lease, One Dot Four was obligated to pay 1.4 Holdings \$2 million per month on the first day of each month (each, a "**Lease Agreement Payment**"). On or about April 1, 2012, One Dot Four defaulted on its Lease Agreement Payment due 1.4 Holdings. As a result, 1.4 Holdings issued a notice of default to One Dot Four with respect to the Spectrum Lease on April 3, 2012. One Dot Four and 1.4 Holdings agreed to terminate the Spectrum Lease as of April 20, 2012.

Restructuring Compensation Program Nunc Pro Tunc to the Payment Dates, which was filed on June 27, 2012 [Docket No. 514] (the “**Compensation Motion**”). By the Compensation Motion, the TSC Debtors sought authority to (a) appoint TSC Board member Eugene I. Davis as chief restructuring officer (“**CRO**”) and president of TSC and of each of the remaining TSC Debtors, (b) revise the employment terms of TSC’s then-general counsel Douglas Brandon from an unpaid to a paid position, and (c) transition the services of TSC’s then-president Jeffrey Epstein to a consultant position. In addition to his position as CRO, Davis was appointed as the sole member of a restructuring subcommittee authorized to take any and all actions necessary to facilitate the restructuring of the TSC Debtors including, but not limited to, authorizing the TSC Debtors to obtain exit financing. The Court entered an order approving the Compensation Motion on August 24, 2012 [Docket No. 590].

(v) Court Hearings

50. Akin Gump’s activities during the Final Fee Period included preparing for and participating in numerous hearings before this Court on a variety of matters. Over the course of the 25 months these cases were pending before this Court, Akin Gump appeared on behalf of the TSC Debtors at approximately 33 hearings. During the Fifth Interim Period, Akin Gump attorneys appeared either in person or telephonically at 8 hearings held before this Court where they actively represented the TSC Debtors and asserted the TSC Debtors’ positions with respect to matters being considered.

51. Akin Gump attorneys, with the assistance of paraprofessionals, prepared for such hearings by reviewing all formal and informal responses to the pending motions and consulting with the TSC Debtors and the TSC Debtors’ other professionals to formulate appropriate strategies. Accordingly, Akin Gump’s participation in these hearings was beneficial to the TSC Debtors’ estates and the interests of their stakeholders.

(vi) Post-Petition Financing

52. Before and after the filing of these chapter 11 cases, Akin Gump and the TSC Debtors' other advisors consulted with and advised the February Debtors regarding complex negotiations, analyses, and discussions related to the February Debtors' debtor-in-possession financing facility and related documents (collectively, the "**DIP Documents**"). Specifically, Akin Gump negotiated the terms of the DIP Documents, reviewed the formal and informal responses to the DIP Documents by Solus and Colbeck Capital Management, LLC ("**Colbeck**"), facilitated negotiations regarding the same, and negotiated the terms of the proposed order approving the DIP Documents.¹¹ On March 9, 2011, this Court entered a final order approving the DIP Documents [Docket No. 43] and authorizing the TSC Debtors to enter into the related facility (the "**Initial DIP Financing**"). The Court's approval of the DIP Documents played a crucial role in achieving a smooth transition to chapter 11 operations. The Initial DIP Financing provided the TSC Debtors over \$13 million in cash and ongoing access to cash collateral. Pursuant to the terms of the DIP Documents, funds received by 1.4 Holdings under the Spectrum Lease were upstreamed to TSC and used to repay the Initial DIP Financing on a quarterly basis. The Initial DIP Financing was repaid and satisfied in full on January 3, 2012.

53. After the Initial DIP Financing was repaid, One Dot Four defaulted on its payments under the Spectrum Lease. As a result, the February Debtors' budget projections showed that, absent access to additional financing, the February Debtors' reorganization could be jeopardized. Accordingly, during the Final Fee Period, Akin Gump and the TSC Debtors' other advisors negotiated the terms of, and advised the TSC Debtors regarding, a second debtor-in-

¹¹ Also during the Final Fee Period, Akin Gump facilitated negotiations among Colbeck and the Preferred Shareholders regarding Colbeck's response to the DIP Documents and negotiated the terms of the *Stipulation and Order Resolving Objection of Colbeck Capital Management, LLC* (the "**Colbeck Stipulation**"). The Colbeck Stipulation was filed by Akin Gump on April 13, 2011 [Docket No. 68] on behalf of the TSC Debtors, Colbeck, Solus, Highland, and Harbinger. An order approving the Colbeck Stipulation was entered on April 22, 2011 [Docket No. 79].

possession financing facility and related documents (collectively, the “**Second DIP Documents**”). In connection therewith, Akin Gump prepared the *Motion of the February Debtors and the Guarantor for Order (A) Authorizing the February Debtors To Obtain Post-Petition Financing and (B) Authorizing the February Debtors To Use Cash Collateral*, which was filed on June 27, 2012 [Docket No. 512] (the “**Second DIP Motion**”), whereby the February Debtors sought authority to enter into a debtor-in-possession financing facility in the amount of \$3 million (the “**DIP Financing**”).

54. Following the filing of the Second DIP Motion, and as described in further detail below, the TSC Debtors and the Preferred Shareholders entered into a settlement resolving all of their disputes with Elektrobit whereby, in full and final satisfaction of Elektrobit’s claim against TSC (the “**TSC Elektrobit Claim**”), Elektrobit would receive an immediate cash payment of \$13.5 million. To provide the TSC Debtors with sufficient cash to fund the settlement with Elektrobit, Akin Gump negotiated the terms of amendments to the Second DIP Documents and prepared a supplemental motion regarding such amendments [Docket No. 560] seeking to increase the amount of the DIP Financing to \$16.5 million, which was filed on August 2, 2012. This Court entered an order approving the TSC Debtors’ entry into the DIP Financing on August 24, 2012 [Docket No. 592], and approval of the DIP Financing facilitated the TSC Debtors’ successful exit from chapter 11.

(vii) Analysis of Claims

55. This subject matter relates to the analysis of claims asserted against the TSC Debtors. On March 18, 2011, Akin Gump professionals prepared and filed a motion to establish the deadline for filing claims against the February Debtors [Docket No. 51].¹² On April 6, 2011,

¹² On November 8, 2010, the Court entered an order establishing December 10, 2010 as the deadline by which each entity asserting a claim against any of the Other TSC Debtors was required to file written proof of such claim.

this Court entered an order establishing May 13, 2011 at 5:00 p.m. (prevailing Eastern Time) as the deadline to file proofs of claim against the February Debtors [Docket. No. 64].¹³ Prior to and continuing throughout the Final Fee Period, Akin Gump has reviewed and analyzed proofs of claim filed in the TSC Debtors' cases, and such review remains ongoing as of the date hereof.

(a) *Sprint Claims*

56. During the Final Fee Period, Akin Gump negotiated a complex settlement among TSC, Sprint (one of the TSC Debtors' most significant claimholders), and the Preferred Shareholders. Sprint/Nextel Corporation ("***Sprint***") asserted a claim against each of the TSC Debtors in the amount of approximately \$104 million. Pursuant to the settlement, in full and final satisfaction of Sprint's claim against the TSC Debtors, Sprint agreed to forego any distribution it would be entitled to receive under the Plan (as defined below) and, instead, agreed to receive an assignment of TSC's rights to receive the first \$2.6 million payable on account of an intercompany claim. In short, rather than the TSC Debtors potentially (a) incurring millions of dollars in fees, (b) delaying exit from chapter 11 on account of time-consuming litigation, and (c) potentially having an additional \$104 million in debt upon emergence from chapter 11, TSC assigned its right to receive payment from TerreStar Networks Inc. ("***TSN***") of \$2.6 million in cash to Sprint to resolve Sprint's claim. During the Final Fee Period, Akin Gump prepared and filed the *TSC Debtors' Motion for Entry of an Order, Pursuant to Bankruptcy Code Section 363(b) and Federal Rule of Bankruptcy Procedures 9019 Approving the Stipulation Between the Debtors and Sprint Nextel Corporation* [Docket No. 270]. A hearing on the settlement was held on December 14, 2011, where the Court authorized the TSC Debtors to enter into the Sprint settlement [Docket No. 299]. Akin Gump respectfully submits that its work on the TSC

¹³ Such order also set the deadline for certain debtor and non-debtor affiliates of the TSC Debtors to file proofs of claim with respect to intercompany claims.

Debtors' behalf in connection with such settlement resulted in a substantial benefit to the TSC Debtors' estates.

(b) *Jefferies Claims*

57. In addition, during the Final Fee Period, Akin Gump negotiated a settlement with Jefferies & Company, Inc. ("**Jefferies**"), resolving claim numbers 8-14, 81, 82 and 165-171 against the TSC Debtors in an unsecured amount, as amended, of potentially over \$14 million.¹⁴ Pursuant to the settlement, in full and final satisfaction of Jefferies' claims against the TSC Debtors, Jefferies agreed to forego any distribution it would have been entitled to receive under the Plan (as defined below) and, instead, agreed to receive an assignment of TSC's rights to receive cash on account of an intercompany claim against TSN up to an amount equal to \$1 million less the distribution that Jefferies received from TSN based on its allowed unsecured claim against TSN in the amount of \$1.7 million. To the extent that these amounts do not equal \$1 million, the parties agreed that TSC would make a cash payment to Jefferies after the two distributions described above have been made, such that Jefferies' total recovery is \$1 million. During the Final Fee Period, Akin Gump prepared and filed the *TSC Debtors' Motion for Entry of an Order Pursuant to Bankruptcy Code Section 363(b) and Federal Rule of Bankruptcy Procedure 9019, Approving the Stipulation Between the TSC Debtors and Jefferies & Company, Inc. Resolving Claim Numbers 8-14, 81, 82 and 165-171* [Docket No. 319]. Following the hearing on such motion, the settlement was approved by this Court's order dated January 30, 2012 [Docket No. 358].

(c) *TSC Elektrobit Claim*

58. Akin Gump, on behalf of the TSC Debtors, conducted diligence and legal research in connection with the TSC Elektrobit Claim (proof of claim numbered 58). During the

¹⁴ This amount is composed of a liquidated claim amount of \$1.7 million, plus unliquidated amounts that potentially could equal approximately \$12.5 million.

Final Fee Period, Akin Gump prepared an objection to the TSC Elektrobit Claim, which was filed on November 16, 2011 [Docket No. 275]. Harbinger,¹⁵ Highland, and Solus also prepared an objection to the TSC Elektrobit Claim, which was filed on November 16, 2011 [Docket No. 276]. Elektrobit filed an omnibus response to such objections on December 12, 2011 [Docket No. 296] and filed a related motion to approve a case management order in connection therewith [Docket No. 297]. Akin Gump, on behalf of the TSC Debtors, prepared and filed a reply in support of the TSC Debtors' objection to the TSC Elektrobit Claim and in response to Elektrobit's motion to approve a case management order [Docket No. 323]. Akin Gump also negotiated an agreed case management order with Elektrobit and Harbinger, Highland, and Solus, which was approved by this Court's order entered on January 25, 2012 [Docket No. 353].

59. For several months during the Final Fee Period, Akin Gump engaged in extensive discovery in connection with the Elektrobit claim litigation. Specifically, Akin Gump attorneys and paraprofessionals, in consultation with the Preferred Shareholders, reviewed and responded to Elektrobit's document requests, which included requests for large quantities of documents and correspondence among the TSC Debtors, Blackstone, and the Preferred Shareholders. Akin Gump attorneys spent substantial time during the Final Fee Period reviewing documents in an effort to identify material relevant to the TSC Elektrobit Claim. Additionally, Akin Gump received more than 30,000 pages of documents from the Preferred Shareholders and Elektrobit. Accordingly, a team of Akin Gump attorneys conducted an extensive review of more than 50,000 requested documents and correspondence to determine their relevance to Elektrobit's requests and for privilege and confidentiality. To ensure that attorney review of such documents and emails was as efficient as possible, and in order to conserve estate resources, Akin Gump utilized in-house e-discovery specialists and paralegals extensively to assist in preparing and

¹⁵ In February 2012, West Face purchased Harbinger's interests in TSC's Series B Preferred Stock and became Harbinger's successor-in-interest in its capacity as a preferred shareholder.

organizing documents during the review process. The e-discovery specialists and paralegals performed a variety of tasks in connection with the attorneys' review, including document identification and electronic processing and assistance with planning and organizing, database development, and document production.

60. Ultimately, Akin Gump professionals negotiated a settlement on behalf of the TSC Debtors with Highland, Solus, West Face (as successor-in-interest to Harbinger), Och-Ziff, and Elektrobit. Pursuant to the settlement, in full and final satisfaction of Elektrobit's claims against the TSC Debtors and in resolution of multiple contested issues between the TSC Debtors and the Preferred Shareholders, on the one hand, and Elektrobit, on the other hand, (a) Elektrobit received an immediate cash payment of \$13.5 million, (b) Elektrobit supported the Plan (as defined below), and (c) the TSC Debtors and the Preferred Shareholders, on the one hand, and Elektrobit, on the other hand, mutually released one another with regard to all issues relating to the TSC Debtors' chapter 11 cases. In connection therewith, Akin Gump prepared the *TSC Debtors' Motion for Entry of an Order, Pursuant to Bankruptcy Code Section 363(b) and Federal Rule of Bankruptcy Procedure 9019, Approving the Stipulation Between the TSC Debtors, Elektrobit Inc. and Certain of the Preferred Shareholders and Bridge Lenders*, which was filed on August 2, 2012 [Docket No. 558]. The settlement represented the final resolution of several uncertain contested issues among the parties and of the then-largest remaining unsecured claim against the TSC Debtors' estates. The Court entered an order approving the settlement on August 24, 2012 [Docket No. 593].

(d) *Swarts Claim*

61. In addition, during the Final Fee Period, Akin Gump professionals prepared the *TSC Debtors' Objection to Claim of Jeffrey M. and Patricia E. Swarts (Claim No. 142)*, which was filed on January 26, 2012 [Docket No. 357]. In connection with the objection, on February

1, 2012, Swarts filed a declaration [Docket No. 363] and a response [Docket No. 403]. Akin Gump attorneys conducted a detailed review of the declaration and response and prepared a reply to the same, which was filed on March 12, 2012 [Docket No. 421]. A hearing on the Swarts claim was held on March 16, 2012. The Court reserved judgment on the Swarts claim and set a supplemental response deadline of March 23, 2012. Following the hearing, Akin Gump reviewed the voluminous additional documents submitted by Swarts in connection with the Swarts claim [Docket Nos. 427, 429, 430, 433 and 446]. A telephonic hearing on the Swarts claim was held on March 30, 2012, where the Court granted the TSC Debtors' objection to the claim.¹⁶ The Court entered an order memorializing its ruling on April 6, 2012 [Docket No. 455].

62. Thereafter, during the Final Fee Period, Swarts filed a motion for reconsideration of his claim and supporting documents relating thereto [Docket Nos. 633, 634, 635, 663, 670, 680]. The Court denied the motion to reconsider by order entered on February 28, 2013 [Docket No. 730]. Following the Final Fee Period, on March 14, 2013, Swarts filed a notice of appeal with respect to the Court's order [Docket No. 743] and filed a statement of issues and designation of record on appeal with respect to the same on March 27, 2013 [Docket No. 744]. Akin Gump, on behalf of the reorganized TSC Debtors, filed a counter-designation of the record on appeal on April 8, 2013 [Docket No. 746]. The TSC Debtors' review and analysis of the appeal remains ongoing.

(viii) Litigation Matters

63. During the Final Fee Period, the TSN Committee filed the *Motion of the Official Committee of Unsecured Creditors for Entry of an Order Re-characterizing the Claim of TerreStar Corporation as an Equity Contribution to TerreStar Networks Inc.* (the

¹⁶ Swarts alleged an identical claim against the TSN Debtors. The TSN Debtors also objected to the Swarts claim in the TSN Debtors' cases. At the telephonic hearing ruling on the Swarts claim against the TSC Debtors, the Court also granted the TSN Debtors' objection to the Swarts claim.

“**Recharacterization Motion**”) in the TSN Debtors’ chapter 11 cases. Akin Gump conducted a thorough analysis of legal and factual issues raised in the Recharacterization Motion, including communicating extensively with the TSC Debtors and Blackstone to formulate a litigation strategy with respect thereto. Akin Gump professionals performed in-depth factual and legal research and prepared memoranda in connection with the same. Additionally, Akin Gump professionals held calls and communicated as appropriate with the Preferred Shareholders regarding the issues by the Recharacterization Motion.

64. During the Final Fee Period, Akin Gump prepared the *Opposition of TerreStar Corporation to the Motion of the Official Committee of Unsecured Creditors for Entry of an Order Recharacterizing the Claim of TerreStar Corporation as an Equity Contribution to TerreStar Networks Inc.*, which was filed on August 27, 2011 [Case No. 10-15446, Docket No. 751]. In addition, Akin Gump assisted the TSC Debtors in preparing the *Declaration of Douglas Brandon in Support of TerreStar Corporation’s Opposition to the Motion of the Official Committee of Unsecured Creditors for Entry of an Order Recharacterizing the Claim of TerreStar Corporation as an Equity Contribution to TerreStar Networks Inc.* and the related exhibits, which were also filed on August 27, 2011 [Case No. 10-15446, Docket Nos. 752 & 753, respectively]. The issues raised by the Recharacterization Motion were settled in connection with the settlement of Sprint’s claim at TSN.

(ix) Tax Issues

65. During the Final Fee Period, Akin Gump attorneys prepared the *Motion for Entry of an Order Establishing Notification and Hearing Procedures for Transfers of Certain Preferred Stock and for Related Relief*, which was filed on February 10, 2012 [Docket No. 376]. By the motion, the TSC Debtors sought authorization to protect and preserve their valuable tax attributes, including net operating losses and capital loss carryforwards, by establishing

notification and hearing procedures regarding the trading of certain preferred stock to be complied with before trades or transfers of such securities become effective. An interim hearing on such motion was held on February 17, 2012, where the Court approved the relief requested on an interim basis [Docket No. 387]. A final hearing on the motion was held on March 7, 2012, and this Court entered a final order approving the motion on March 8, 2012 [Docket No. 413].

(x) Plan and Disclosure Statement

(a) *Confirmation and Consummation of the Plan*

66. Prior to the Petition Date and continuing throughout the Final Fee Period, Akin Gump worked with the TSC Debtors' management and their stakeholders to develop and refine a plan of reorganization, disclosure statement and associated documents for the TSC Debtors. During the Final Fee Period, Akin Gump prepared, in consultation with the Preferred Shareholders, the *Joint Chapter 11 Plan of TerreStar Corporation, Motient Communications Inc., Motient Holdings Inc., Motient License Inc., Motient Services Inc., Motient Ventures Holding Inc., MVH Holdings Inc., TerreStar Holdings Inc. and TerreStar New York Inc.* [Docket No. 141] (the "**Original Plan**"), which was filed on July 22, 2011. Additionally, Akin Gump prepared the *Disclosure Statement for the Joint Chapter 11 Plan of TerreStar Corporation, Motient Communications Inc., Motient Holdings Inc., Motient License Inc., Motient Services Inc., Motient Ventures Holding Inc., MVH Holdings Inc., TerreStar Holdings Inc. and TerreStar New York Inc.* [Docket No. 149] (the "**Original Disclosure Statement**") and the related *Motion for Entry of an Order (A) Approving the Disclosure Statement for the Joint Chapter 11 Plan of the TSC Debtors and (B) Establishing Solicitation and Voting Procedures with Respect to the Joint Chapter 11 Plan of the TSC Debtors* [Docket No. 150], which were each filed on August 3, 2011. Subsequent to filing the Original Plan and Original Disclosure Statement, Akin Gump spent substantial time negotiating the terms of the Original Plan with various constituents,

reviewing certain objections to the Original Disclosure Statement and revising the Original Plan and Original Disclosure Statement (and exhibits related thereto) to reflect changes in light of those discussions.

67. On December 27, 2012, Akin Gump filed the *First Amended Joint Chapter 11 Plan of TerreStar Corporation, Motient Communications Inc., Motient Holdings Inc., Motient License Inc., Motient Services Inc., Motient Ventures Holding Inc., MVH Holdings Inc., TerreStar Holdings Inc. and TerreStar New York Inc.* [Docket No. 313] and the *First Amended Disclosure Statement for the First Amended Joint Chapter 11 Plan of TerreStar Corporation, Motient Communications Inc., Motient Holdings Inc., Motient License Inc., Motient Services Inc., Motient Ventures Holding Inc., MVH Holdings Inc., TerreStar Holdings Inc. and TerreStar New York Inc.* [Docket No. 315] (as amended from time to time, the “**Disclosure Statement**”). Certain creditors and common equity holders, including Elektrobit and Mohawk, objected to the Disclosure Statement, and Akin Gump, on behalf of the TSC Debtors, prepared and filed a reply to such objections [Docket No. 321]. A hearing on the adequacy of the Disclosure Statement was held on January 10, 2012. On January 12, 2012, Akin Gump filed the *Second Amended Joint Chapter 11 Plan of TerreStar Corporation, Motient Communications Inc., Motient Holdings Inc., Motient License Inc., Motient Services Inc., Motient Ventures Holding Inc., MVH Holdings Inc., TerreStar Holdings Inc. and TerreStar New York Inc.* [Docket No. 336] and the *Second Amended Disclosure Statement for the Second Amended Joint Chapter 11 Plan of TerreStar Corporation, Motient Communications Inc., Motient Holdings Inc., Motient License Inc., Motient Services Inc., Motient Ventures Holding Inc., MVH Holdings Inc., TerreStar Holdings Inc. and TerreStar New York Inc.* [Docket No. 338]. This Court approved the Disclosure Statement, as amended, and the TSC Debtors’ proposed solicitation procedures by order entered January 17, 2012 [Docket No. 343]. Akin Gump subsequently finalized the plan supplement

documents, which were filed on February 3, 2012 [Docket No. 364], and began soliciting votes to accept or reject the Plan.

68. On June 27, 2012, Akin Gump professionals and paraprofessionals filed the *Third Amended Joint Chapter 11 Plan of TerreStar Corporation, Motient Communications Inc., Motient Holdings Inc., Motient License Inc., Motient Services Inc., Motient Ventures Holding Inc., MVH Holdings Inc., TerreStar Holdings Inc. and TerreStar New York Inc.* [Docket No. 513] (as amended, supplemented, or modified from time to time, the “**Plan**”), the *First Supplement to the Second Amended Disclosure Statement for the Third Amended Joint Chapter 11 Plan of the TSC Debtors* [Docket No. 515] (the “**Initial Disclosure Statement Supplement**”), and the *Motion for Entry of an Order: (A) Approving the First Supplement to the Second Amended Disclosure Statement for the Third Amended Joint Chapter 11 Plan of the TSC Debtors; (B) Approving Related Notice and Objection Procedures; (C) Approving Amended Forms of Ballots for the Solicitation of Votes to Accept or Reject the Third Amended Plan; and (D) Scheduling Confirmation Hearing* [Docket No. 516]. This amended version of the Plan and the Initial Disclosure Statement Supplement were filed to address, among other things, issues arising out of the termination of the Spectrum Lease.¹⁷ Akin Gump professionals and paraprofessionals also prepared the *First Amended Supplement to the Second Amended Disclosure Statement for the Third Amended Joint Chapter 11 Plan of the TSC Debtors*, which was filed on August 10, 2012 [Docket No. 564], and certain amended exhibits thereto, which were filed on August 15, 2012 [Docket No. 569] (the “**First Amended Disclosure Statement Supplement**” and together with the Initial Disclosure Statement Supplement, the “**Disclosure Statement Supplement**”) to address, among other things, the settlement with Elektrobit and the

¹⁷ After the termination of the Spectrum Lease, 1.4 Holdings entered into a lease for a geographically small portion of the 1.4 Spectrum, which provides the reorganized TSC Debtors with approximately \$40,000 per month in revenue.

relief requested in the Second DIP Motion. The Court approved the adequacy of the Disclosure Statement, as supplemented by the Disclosure Statement Supplement, by order entered on August 24, 2012 [Docket No. 591]. Akin Gump also prepared and filed amended plan supplement documents [Docket Nos. 582, 611, 641, 656] and assisted with the preparation, review and filing of certain declarations in support of the Plan [Docket Nos. 645 & 655].

69. Certain of TSC's common shareholders filed objections to the Plan. Also, one TSC common shareholder directed certain discovery requests to the TSC Debtors in connection with, among other things, the valuation of the TSC Debtors and other provisions of the Plan. Akin Gump reviewed each such objection and conducted diligence and produced documents in connection with such discovery request. Akin Gump responded to such objections in the TSC Debtors' memorandum of law in support of confirmation of the Plan, which was filed on October 5, 2012 [Docket No. 650]. At the hearing held on October 10, 2012, the Court overruled all objections and confirmed the Plan on the record. The Court entered an order confirming the Plan on October 24, 2012 [Docket No. 668]. On November 9, 2012, Mr. Perez filed a notice of appeal of the confirmation order [Docket No. 691]. Akin Gump's review and analysis of such appeal on behalf of the TSC Debtors remains ongoing as of the date hereof.

70. Following confirmation of the Plan, Akin Gump professionals continued to work on behalf of the TSC Debtors to prepare closing documents and to coordinate with counsel for the TSC Debtors' preferred shareholders to consummate the Plan, including preparation of the requisite FCC application, finalizing the exit facility and related documents, and performing the restructuring transactions pursuant to the Plan. The Plan was consummated, and the effective date occurred, on March 7, 2013 [Docket No. 734].

(b) Plan-Related Litigation

71. In connection with the approximately \$27.9 million claim asserted by Elektrobit in the TSC Debtors' cases and with Elektrobit's objection to the TSC Debtors' proposed Disclosure Statement [Docket No. 186] and preliminary objection to confirmation of the TSC Debtors proposed Plan [Docket No. 222], Elektrobit served the TSC Debtors with more than 30 broad requests for production of documents during the Final Fee Period. Akin Gump attorneys and paraprofessionals, in consultation with the Preferred Shareholders,¹⁸ spent substantial time reviewing and responding to Elektrobit's requests for production. Akin Gump professionals participated in numerous calls with Elektrobit and the Preferred Shareholders with respect to these matters. Elektrobit's document requests included requests for large quantities of documents and correspondence among Akin Gump professionals, Blackstone, and the Preferred Shareholders. Accordingly, during the Final Fee Period, a team of 15 Akin Gump attorneys undertook an extensive review of more than 10,000 requested documents and emails with respect to their relevance to Elektrobit's requests and for privilege and confidentiality. To ensure that attorney review of such documents and emails was as efficient as possible, and in order to conserve estate resources, Akin Gump utilized in-house e-discovery specialists and paralegals extensively to assist in preparation and organization of documents during the review process. The e-discovery specialists and paralegals performed a variety of tasks in connection with the attorneys' review, including document identification, electronic processing, assistance with planning and organizing, database development, and production. In addition, Akin Gump attorneys negotiated and prepared an agreed order to establish procedures to protect confidential information in connection with production of documents to Elektrobit, which was filed on October 18, 2011 [Docket Nos. 239 & 240] and approved by the Court by order entered October

¹⁸ Elektrobit also served certain document requests on the Preferred Shareholders.

26, 2011 [Docket No. 247]. During the Final Fee Period, the TSC Debtors and the Preferred Shareholders also spent substantial time preparing for, defending, and/or attending depositions.

VII. FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS' FEES

72. The factors to be considered in awarding attorneys' fees have been enumerated in *In re Red Carpet Corp. of Panama City Beach*, 708 F.2d 1576, 1578 (11th Cir. 1983) (citing *Robinson v. Am. Benefit Life Ins. Co. (In re First Colonial Corporation of America)*, 544 F.2d 1291, 1298-99 (5th Cir. 1977), *reh'g denied*, 547 F.2d 573, *cert. denied*, 431 U.S. 904 (1977)), and have been adopted by most courts. Akin Gump respectfully submits that a consideration of these factors should result in this Court's allowance of the full compensation sought.

- (A) The Time and Labor Required. The professional services rendered by Akin Gump on behalf of the TSC Debtors have required the continuous expenditure of substantial time and effort, under significant time pressures. The services rendered required a high degree of professional competence and expertise in order to be administered with skill and dispatch.
- (B) The Novelty and Difficulty of Questions. In this case, as in all others in which the firm is involved, Akin Gump's effective advocacy and creative approach helped clarify and resolve a number of complex and novel issues.
- (C) The Skill Requisite to Perform the Legal Services Properly. Akin Gump believes that its recognized expertise in the area of corporate reorganization, its ability to draw from highly experienced professionals in other areas of Akin Gump's practice, and its creative approach to the

resolution of issues contributed to the maximization of distributions to the TSC Debtors' creditors and preferred equity holders.

- (D) The Preclusion of Other Employment by Applicant Due to Acceptance of the Case. Due to the size of Akin Gump's insolvency department, Akin Gump's representation of the TSC Debtors did not preclude its acceptance of new clients.
- (E) The Customary Fee. The fee sought herein is based upon Akin Gump's normal hourly rates for services of this kind. Akin Gump respectfully submits that the fee sought herein is not unusual given the magnitude and complexity of these chapter 11 cases and the time expended in attending to the representation of the TSC Debtors, and is commensurate with fees Akin Gump has been awarded in other cases, as well as with fees charged by other attorneys of comparable experience.
- (F) Whether the Fee Is Fixed or Contingent. Pursuant to Bankruptcy Code sections 330 and 331, all fees sought by professionals employed under Bankruptcy Code section 1103 are contingent pending final approval by this Court, and are subject to adjustment dependent upon the services rendered and the results obtained. The collective efforts of the various parties in interest and their respective professionals, including Akin Gump, resulted in the consensual resolution of many significant issues in these cases in a relatively short period of time given the complexity of the TSC Debtors' chapter 11 cases and the achievement of a commendable result.

- (G) Time Limitations Imposed by Client or Other Circumstances. As already indicated, Akin Gump was required to attend to certain issues arising in these chapter 11 cases in compressed and urgent time periods.
- (H) The Amount Involved and Results Obtained. Through the efforts of Akin Gump, actions taken by the TSC Debtors have greatly benefited the interests of the TSC Debtors' estates and their stakeholders and contributed to the efficient administration of these chapter 11 cases.
- (I) The Experience, Reputation and Ability of the Attorneys. Akin Gump has a large and sophisticated financial restructuring practice and plays, and has played, a major role in numerous cases of national import, including the reorganization proceedings of *In re Allegiance Telecom, Inc.*; *In re American Commercial Lines LLC*; *In re ATA Holdings Corp.*; *In re Bally Total Fitness of Greater New York, Inc.*; *In re Calpine Corporation*; *In re Chemtura Corporation*; *In re Delta Air Lines, Inc.*; *In re Exide Technologies, Inc.*; *In re Globalstar, LP*; *In re Hayes Lemmerz, Inc.*; *In re Heilig Meyers Company*; *In re Kaiser Aluminum Corporation*; *In re Kimball Hill, Inc.*; *In re Loral Space & Communications Ltd.*; *In re LTV Steel Company, Inc.*; *In re Magellan Health Services, Inc.*; *In re Nortel Networks, Inc.*; *In re Pegasus Satellite Television, Inc.*; *In re Pierre Foods, Inc.*; *In re Propex Inc.*; *In re Quebecor World (USA), Inc.*; *In re Solutia Inc.*; *In re Tower Automotive, Inc.*; *In re TOUSA, Inc.*; *In re Venture Holdings Company, LLC*; *In re VeraSun Energy Corporation*; *In re Washington Mutual, Inc.*; *In re WorldCom, Inc.*; and *In re XO Communications, Inc.* Akin Gump's experience enables it to perform the

services described herein competently and expeditiously. In addition to its expertise in the area of corporate reorganization, Akin Gump has called upon the expertise of its partners and associates in other practice areas to perform the wide ranging scope of the legal work necessitated by these chapter 11 cases, including corporate, tax, and litigation.

- (J) The “Undesirability” of the Case. These cases are not undesirable.
- (K) Nature and Length of Professional Relationship. Akin Gump was retained by the Other TSC Debtors and the February Debtors by orders entered November 17, 2010, *nunc pro tunc* to October 19, 2010, and March 9, 2011, *nunc pro tunc* to February 16, 2011, respectively. Akin Gump has rendered services to certain of the TSC Debtors since 2007 and continuing through the Final Fee Period, as necessary and appropriate.

VIII. ALLOWANCE OF COMPENSATION

73. The professional services rendered by Akin Gump required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and determination by the TSC Debtors could be addressed with skill and dispatch and have therefore required the expenditure of substantial time and effort. It is respectfully submitted that the services rendered to the TSC Debtors were performed efficiently, effectively, and economically, and that the results obtained have benefited not only the members of the TSC Debtors, but also their creditors and other parties in interest.

74. The allowance of interim compensation for services rendered and reimbursement of expenses in bankruptcy cases is expressly provided for in Bankruptcy Code section 331:

Any professional person . . . may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered . . . as is provided under section 330 of this title.

11 U.S.C. § 331. Moreover, this Court authorized the filing of this Application in the Interim Compensation Order and the Confirmation Order.

75. With respect to the level of compensation, Bankruptcy Code section 330 provides, in pertinent part, that the Court may award to a professional person “reasonable compensation for actual, necessary services rendered” 11 U.S.C. § 330(a)(1). Further, Bankruptcy Code section 330(a)(3), provides that:

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

(A) the time spent on such services;

(B) the rates charged for such services;

(C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;

(D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

(E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

(F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. §330(a)(3). The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

76. The time spent by Akin Gump attorneys and paraprofessionals during the Fifth Interim Period totaled 2,630.90 hours and during the Final Fee Period totaled more than 14,000

hours. The work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task.

77. As shown by this Application and supporting documents, Akin Gump spent its time economically and without unnecessary duplication of time. Attached hereto as Exhibits C and F are schedules of the hours expended by the attorneys and paraprofessionals during the Fifth Interim Period and the Final Fee Period, respectively, their normal hourly rates, and the value of their services.

78. Akin Gump incurred actual out-of-pocket expenses in connection with the rendition of the professional services to the TSC Debtors during the Fifth Interim Period in the amount of \$54,665.79 and during the Final Fee Period in the amount of \$237,342.29, for which Akin Gump respectfully requests approval of the TSC Debtors' reimbursement in full. The disbursements and expenses have been incurred in accordance with Akin Gump's normal practice of charging clients for expenses clearly related to and required by particular matters. Akin Gump has endeavored to minimize these expenses to the fullest extent possible. Schedules of the categories of expenses and amounts for which reimbursement is requested for the Fifth Interim Period and Final Fee Period are attached hereto as Exhibits E and H, respectively.

79. Akin Gump's billing rates do not include charges for photocopying, telephone and facsimile charges, computerized research, travel expenses, "working meals," secretarial overtime, postage and certain other office services because the needs of each client for such services differ. Akin Gump believes that it is fairest to charge each client for only the services actually used in performing services for it. In these proceedings, Akin Gump charges \$.10 per page for internal duplicating. Akin Gump does not charge for long distance telephone calls and has reduced its charges for "working meals" to \$20.00 per person. Akin Gump does not charge for facsimile transmissions, other than those made by an attorney while traveling.

80. No agreement or understanding exists between Akin Gump and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these chapter 11 cases.

81. Except for the Interim Fee Applications, no prior application has been made in this Court or in any other court for the relief requested herein for the Final Fee Period.

WHEREFORE, Akin Gump respectfully requests that this Court enter an order:

(a) approving and granting the final allowance of \$6,803,458.50 for compensation for professional services rendered to the TSC Debtors during the period from February 16, 2011 through and including March 7, 2013, which amount includes \$1,313,543.50 for professional services during the Fifth Interim Period;

(b) approving and granting the final reimbursement of Akin Gump's out-of-pocket expenses incurred in connection with the rendering of such services during the period from February 16, 2011 through and including March 7, 2013 in the amount of \$237,342.29, which amount includes \$54,665.79 in expenses incurred during the Fifth Interim Period;

(c) approving and granting the full payment of all amounts due and owing with respect to the Holdback in the aggregate amount of \$532,080.40 and unpaid expenses in the amount of \$9,099.00;

(d) authorizing and directing the TSC Debtors and/or post-confirmation TSC Debtors to pay the fees and expenses awarded; and

(e) granting such other and further relief as this Court may deem just and proper.

New York, New York
Dated: April 22, 2013

/s/ Ira S. Dizengoff

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Sarah Link Schultz

Counsel to the Reorganized TSC Debtors

EXHIBIT A

Affirmation of Ira S. Dizengoff

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
TERRESTAR CORPORATION, <i>et al.</i> , ¹)	Case No. 11-10612 (SHL)
Reorganized Debtors.)	Jointly Administered

AFFIRMATION OF IRA S. DIZENGOFF

Ira S. Dizengoff respectfully certifies as follows:

I am a partner of the firm of Akin Gump Strauss Hauer & Feld LLP ("**Akin Gump**"), which firm maintains offices for the practice of law at, among other locations, One Bryant Park, New York, New York 10036. Akin Gump was retained as counsel to the Other TSC Debtors and the February Debtors on October 19, 2010 and February 16, 2011, respectively.

1. This affirmation is submitted pursuant to Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") in support of Akin Gump's application for (i) final allowance and award of compensation for professional services rendered to the TSC Debtors for the period February 16, 2011 through March 7, 2013 (the "**Final Fee Period**") in the amount of \$6,803,458.50, (ii) reimbursement of actual and necessary expenses incurred by Akin Gump during the Final Fee Period in the amount of \$237,342.29, and (iii) payment of all unpaid amounts on account of fees withheld during the Final Fee Period in accordance with the Interim Compensation Order in the amount of \$532,080.40.

¹ The reorganized debtors in these chapter 11 cases, along with the last four digits of each debtor's federal taxpayer identification number, are: (a) TerreStar Corporation [6127] ("**TSC**") and TerreStar Holdings Inc. [0778] (collectively, the "**February Debtors**"); and (b) TerreStar New York Inc. [6394]; Motient Communications Inc. [3833]; Motient Holdings Inc. [6634]; Motient License Inc. [2431]; Motient Services Inc. [5106]; Motient Ventures Holding Inc. [6191]; and MVH Holdings Inc. [9756] (collectively, the "**Other TSC Debtors**" and, collectively with the February Debtors, the "**TSC Debtors**").

2. All services for which compensation is requested by Akin Gump were professional services performed for and on behalf of the TSC Debtors and not on behalf of any other person.

3. In accordance with 18 U.S.C. § 155, neither I nor any member or associate of Akin Gump has entered into any agreement, express or implied, with any other party in interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the TSC Debtors' estates.

4. In accordance with section 504 of title 11 of the United States Code (the "**Bankruptcy Code**"), no agreement or understanding exists between me, the firm or any member or associate thereof, on the one hand, and any other person, on the other hand, for division of such compensation as Akin Gump may receive for services rendered in connection with these cases, nor will any division of fees prohibited by Bankruptcy Code section 504 be made by me or any partner or associate of Akin Gump.

CERTIFICATION

5. I have been designated by Akin Gump (the "**Applicant**") as a professional with responsibility in these jointly administered cases for compliance with General Order M-389, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the "**Local Guidelines**") and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, effective January 30, 1996 (the "**UST Guidelines**," and, collectively with the Local Guidelines, the "**Guidelines**").

6. I have read the Applicant's application for compensation and reimbursement of expenses (the "**Application**"). To the best of my knowledge, information and belief, the

Application complies with the Guidelines, and the fees and expenses sought fall within the Guidelines.

7. Except to the extent that fees or expenses are prohibited or restricted by the Guidelines, the fees and expenses sought are billed at rates and in accordance with practices customarily employed by the Applicant and generally accepted by the Applicant's clients.

8. In providing a reimbursable service, the Applicant does not make a profit on that service, whether the service is performed by the Applicant in-house or through a third party.

9. In seeking reimbursement for the expenditures described on Exhibit D, the Applicant is seeking reimbursement for only the actual expenditure and has not marked up the actual cost to provide a profit or to recover the amortized cost of investment in staff time or equipment or capital outlay (except to the extent that the Applicant has elected to charge for in-house photocopies and outgoing facsimile transmissions at the maximum rates permitted by the Guidelines).

10. In seeking reimbursement for any service provided by a third party, the Applicant is seeking reimbursement for only the amount actually paid by the Applicant to the third party.

11. Pursuant to the Guidelines and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* entered on November 17, 2010, made applicable to these cases by the *Order Directing That Certain Orders in the Chapter 11 Cases of TerreStar Networks Inc., et al. Be Made Applicable to the Chapter 11 Cases of TerreStar Corporation and TerreStar Holdings Inc. Nunc Pro Tunc to the Petition Date*, dated February 23, 2011 [Docket No. 13], the TSC Debtors and the U.S. Trustee will each be provided with a copy of the Application simultaneously with the filing thereof and will have at least 14 days to review the Application before the objection deadline with respect thereto.

I HEREBY CERTIFY that the foregoing is true and correct.

Dated: New York, New York
April 22, 2013

/s/ Ira S. Dizengoff

IRA S. DIZENGOFF

EXHIBIT B

**Monthly Fee Statements for the
Fifth Interim Period**

Akin Gump
Strauss Hauer & Feld LLP

TERRESTAR NETWORKS
ATTN: DOUGLAS BRANDON
ONE DISCOVERY SQUARE
12010 SUNSET HILLS ROAD
SUITE 600
RESTON, VA 20190

Invoice Number 1437181
Invoice Date 08/17/12
Client Number 688669
Matter Number 0004

Re: TSC POSTPETITION

FOR PROFESSIONAL SERVICES RENDERED THROUGH 07/31/12 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	51.60	\$26,978.00
0003	Akin Gump Fee Application/Monthly Billing Reports	20.70	\$9,710.00
0004	Analysis of Other Professionals Fee Applications/Reports	12.10	\$3,665.00
0006	Retention of Professionals	1.60	\$904.00
0008	Court Hearings	28.20	\$15,207.50
0009	Financial Reports and Analysis	3.30	\$1,476.50
0010	DIP, Cash Collateral Usage and Exit Financing	27.60	\$16,189.50
0012	General Claims Analysis/Claims Objections	354.20	\$172,202.00
0018	Tax Issues	0.10	\$75.50
0021	Exclusivity	2.50	\$925.00
0022	Plan/Disclosure Statement/Solicitation and Related Documentation	35.10	\$23,694.50
0025	Travel Time	12.20	\$6,755.00
	TOTAL	549.20	\$277,782.50

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/02/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
07/03/12	SLS	0002 Participate in call with Akin working group, Blackstone working group and D. Brandon regarding spectrum report.	1.00
07/03/12	BRK	0002 Prepare chart of shareholders.	0.80
07/03/12	JFN	0002 Review filed 2019 and emails re same.	0.10
07/03/12	SJC	0002 Correspondence to J. Newdeck and A. Beane re preferred stock (.2); further communications regarding case status (.1, .2); draft chart of preferred stock holdings (.4).	0.90
07/03/12	EYP	0002 Internal meetings and correspondence re overall case strategy issues.	0.50
07/05/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
07/05/12	SJC	0002 Correspondence to A. Beane re case status (.3).	0.30
07/05/12	EYP	0002 Correspondence and calls with preferred shareholders and internally re various case issues.	1.00
07/06/12	DKB	0002 Update transcripts file.	0.50
07/08/12	EYP	0002 Call with D. Brandon re strategy issues and related emails.	1.00
07/09/12	SLS	0002 Communications with CJ Brown regarding sharing of Spectrum report.	0.20
07/09/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
07/09/12	BRK	0002 Update case calendar.	0.20
07/09/12	DKB	0002 Update transcripts file (.5); review docket for S. Crow (.3).	0.80
07/09/12	DKB	0002 Update transcripts file.	0.60
07/09/12	SJC	0002 Correspondence to D. Krasa-Berstell re transcripts (.1); correspondence with GCG re service of recently filed orders (.1).	0.20
07/10/12	BRK	0002 Review docket to determine status of Aldo Perez appeal notice.	0.30
07/10/12	SJC	0002 Review document filed by Perez and correspondence to working group re same (.3); several communications re transcripts (.3); communications to B. Kemp re calendar and task list (.2); draft notice of marketing (2.1); draft notice of omnibus hearings (.3); communications to A. Beane and A. Preis re same (.1, .1).	3.40
07/11/12	SLS	0002 Communications to A. Preis regarding case status.	0.30
07/11/12	BRK	0002 Electronically file Notice of Omnibus Hearing Dates (.3); update case calendar (.2).	0.50
07/11/12	DKB	0002 Review and update transcripts file.	0.50
07/11/12	ARB	0002 Participate in informal court conference with Elektrobit.	0.30
07/11/12	RJD	0002 Teleconference with court.	0.40
07/11/12	EYP	0002 Prepare for and participate in court call (1.0).	1.00
07/12/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
07/13/12	BRK	0002 Update Notice of Adjournment of August 9 hearing.	0.40
07/13/12	SJC	0002 Review previous disclosure statement hearing notice (.2); communication to A. Beane re service of adjournment notice (.2, .1); email to S. Schultz and A. Preis re same (.2); prepare documents for GCG re service issues (1.2).	1.90
07/16/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
07/16/12	SJC	0002 Communications to J. Sorkin re scheduling (.1, .1); follow up re calendar (.1); coordinate filing and service of notice (.2); review task list (.1); correspondence to A. Beane re status (.2).	0.80
07/16/12	EYP	0002 Various correspondence internally and with preferreds re case issues.	0.50
07/17/12	MR	0002 Review and comment on draft bridge loan amendment.	1.20
07/17/12	EYP	0002 Review and comment on bridge loan amendment.	0.80
07/17/12	JJI	0002 Review draft sixth amendment to TSC Bridge (1.1); correspondence and comments re TSC Bridge (.2).	1.50
07/18/12	SLS	0002 Communications to A. Preis regarding status of case.	0.80
07/18/12	BRK	0002 Update case calendar.	0.20
07/18/12	SJC	0002 Review case calendar and revise task list.	0.40
07/18/12	EYP	0002 Communications with Schultz re general case update (1.0); various calls with D. Brandon and CJ Brown re strategy (.5).	1.50

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/19/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
07/19/12	ARB	0002 Correspondence with team re confidentiality agreement.	0.20
07/19/12	EYP	0002 Various calls with Blackstone re strategy (.5); correspondence to I. Dizengoff re general update on case (1.0).	1.50
07/20/12	SLS	0002 Telephone call with D. Brandon regarding case status.	0.30
07/20/12	BRK	0002 Update case calendar.	0.80
07/20/12	ARB	0002 Research re standards under Bankruptcy Code section 1112.	2.20
07/20/12	SJC	0002 Review and update case calendar and website (.6); communications to paralegal re same (.1, .2); review correspondence from D. Brandon re TSC budget (.2).	1.10
07/20/12	EYP	0002 Review and revise confidentiality agreement (.6) and correspondence with preferreds (.2).	0.80
07/21/12	ARB	0002 Continue research re standards under Bankruptcy Code section 1112.	6.40
07/21/12	SJC	0002 Numerous communications with company and Blackstone re TSC.	0.60
07/22/12	SJC	0002 Continued communications re TSC (.4); review substantial memo from A. Preis re case strategy (.4).	0.80
07/22/12	EYP	0002 Correspondence with team and client re overall case strategy.	1.50
07/23/12	SLS	0002 Professionals' call to prepare for status call with preferreds (.5); call with preferreds regarding case status (.5).	1.00
07/23/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
07/23/12	ARB	0002 Prepare for (.5) and participate in (.5) call with company, preferred shareholders, Akin and Blackstone re case strategy.	1.00
07/23/12	SJC	0002 Attend case status call with Akin, Blackstone and preferreds (.5); coordinate service of recently filed document (.1).	0.60
07/23/12	EYP	0002 Call with preferreds (.5) and prepare for same (1.5); various calls with D. Brandon re strategy (.5); correspondence with preferreds counsel re case (.5).	2.50
07/25/12	SJC	0002 Several communications with Akin team re case status.	0.40
07/26/12	BRK	0002 Update case calendar.	0.20
07/26/12	EYP	0002 Calls and correspondence with D. Brandon and Blackstone and WLRK re case.	1.00
07/27/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
07/30/12	EYP	0002 Various calls with Blackstone and D. Brandon re case status.	1.00
07/31/12	EYP	0002 Call with D. Brandon and CJ Brown re strategy.	0.50
07/10/12	SJC	0003 Review and revise prebill with respect to task coding.	0.70
07/11/12	SJC	0003 Review and revise prebill with respect to task coding and privilege.	0.90
07/12/12	SJC	0003 Review and revise prebill with respect to task coding.	4.30
07/16/12	ARB	0003 Revise monthly invoice.	1.40
07/17/12	ARB	0003 Continue preparing monthly invoice.	0.30
07/18/12	ARB	0003 Finalize monthly invoice.	0.20
07/18/12	SJC	0003 Draft monthly fee application .	3.40
07/19/12	SLS	0003 Review and revise exhibit to fee statement (3.0); review and comment on fee statement (1.0).	4.00
07/19/12	SJC	0003 Review and revise monthly fee statement.	1.30
07/20/12	SLS	0003 Review revised fee application.	1.00
07/20/12	BRK	0003 Update exhibits to June fee statement.	1.00
07/20/12	ARB	0003 Correspondence re monthly invoice.	0.20
07/20/12	SJC	0003 Review and revise fee statement per comments of S. Schultz.	0.40
07/23/12	SLS	0003 Finalize monthly fee application.	0.30
07/23/12	BRK	0003 File Seventeenth Monthly Fee Application of Akin Gump.	0.70
07/23/12	SJC	0003 Review and revise monthly fee statement.	0.60
07/06/12	SJC	0004 Correspondence with client (.1, .1) and to A. Blaylock and A. Beane re GCG invoices (.2).	0.40
07/10/12	BRK	0004 Update monthly fee chart.	1.00
07/11/12	ARB	0004 Review and comment on Deloitte monthly fee statement.	0.40
07/11/12	SJC	0004 Review professional fee chart (.5); review Deloitte invoice (.5); review interim fee order and correspondence to A. Preis and client re same (.4).	1.40

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/16/12	SJC	0004 Follow up with Deloitte re May fee statement (.1, .2); correspondence to A. Preis re payment of invoices (.1, .1).	0.50
07/17/12	BRK	0004 Update monthly fee chart.	0.40
07/17/12	BRK	0004 File Deloitte Tax May fee statement.	0.60
07/17/12	ARB	0004 Review correspondence re outstanding invoices of other professionals.	0.30
07/17/12	SJC	0004 Review professional invoices and draft email to client re same.	0.70
07/18/12	BRK	0004 Update monthly fee chart.	0.60
07/23/12	BRK	0004 Update monthly fee chart.	0.80
07/23/12	SJC	0004 Several communications and research re Weil invoices (.5); review Deloitte monthly fee statement (.4).	0.90
07/25/12	SJC	0004 Review WLRK invoices.	0.20
07/26/12	BRK	0004 Update monthly fee chart.	0.60
07/26/12	BRK	0004 File Fifteenth Monthly Fee Statement of Deloitte Tax.	0.70
07/27/12	BRK	0004 Update monthly fee chart.	0.90
07/27/12	SJC	0004 Review Blackstone invoice (.4); communications with Blackstone re professional fee chart (.3, .1).	0.80
07/28/12	SJC	0004 Review WLRK invoice (.4) and email S. Schultz and A. Preis re same (.1).	0.50
07/30/12	SJC	0004 Correspondence with D. Brandon re payment of professional fees.	0.20
07/31/12	SJC	0004 Review Blackstone fee statement and provide comments to same.	0.20
07/03/12	EYP	0006 Call with RKF re engagement and related correspondence.	1.00
07/25/12	BRK	0006 File Second Supplemental Declaration of R. Gentile.	0.60
07/01/12	JLS	0008 Prepare for hearing.	1.00
07/01/12	SLS	0008 Prepare for omnibus hearing (2.0).	2.00
07/01/12	SJC	0008 Review relevant documents in preparation for hearing (1.5); prepare hearing script (2.2).	3.70
07/02/12	JLS	0008 Prepare for (1.0) and attend hearing (2.5).	3.50
07/02/12	SLS	0008 Prepare for hearing (1.0); attend hearing (2.5).	3.50
07/02/12	JFN	0008 Various emails re 7/2 hearing (.1); telephonic hearing participation (.8).	0.90
07/02/12	ARB	0008 Attend July 2 hearing telephonically (1.5) and submit orders to Court for entry in connection with same (.2).	1.70
07/02/12	SJC	0008 Prepare for hearing (2.2); attend and participate in hearing (1.9); draft summary of hearing results (.4).	4.50
07/02/12	EYP	0008 Various calls regarding status update re TSC hearing.	0.50
07/09/12	ARB	0008 Communication to S. Crow re notices re upcoming omnibus hearing dates.	0.20
07/10/12	BRK	0008 Draft notice of cancellation of July 31 hearing.	0.50
07/11/12	JLS	0008 Prepare for and participate in conference with court re discovery issues and scheduling.	0.60
07/11/12	JFN	0008 Confer re status conference (.1); various emails re status conference (.1); follow-up correspondence to A. Beane and S. Crow (.1); court status conference (.4); follow-up conferences re same (.1); follow-up email to A. Beane re same (.1).	0.90
07/11/12	SJC	0008 Review several communications relating to chambers conference (.3); review and revise case timeline per comments of A. Preis in connection with same (2.3); attend conference call with chambers (.4).	3.00
07/13/12	JFN	0008 Email to S. Crow and A. Beane re notice.	0.10
07/16/12	BRK	0008 File Notice of Adjournment of August 9 hearing.	0.60
07/31/12	TS	0008 Prepare notice of adjournment for ECF filing (.1); ECF file same (.3).	0.40
07/31/12	ARB	0008 Prepare notice of adjournment of August 16 hearing (.3, .1) and supervise filing of same (.2).	0.60
07/18/12	SJC	0009 Draft inserts for monthly operating report.	0.90
07/19/12	SLS	0009 Review and comment on monthly operating report.	0.40
07/19/12	ARB	0009 Review and comment on June monthly operating report.	0.50
07/19/12	SJC	0009 Review and revise monthly operating report.	0.40
07/20/12	SLS	0009 Review final monthly operating report.	0.20
07/20/12	BRK	0009 File monthly operating report for June 2012.	0.70

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/23/12	SLS	0009 Respond to inquiry regarding monthly operating report.	0.20
07/02/12	MJV	0010 Correspondence to R. Testani re proposed DIP agreement.	0.50
07/10/12	JJI	0010 Draft closing documents for TSC DIP (1.1); draft resolutions (.6).	1.70
07/17/12	ARB	0010 Review proposed amendment to bridge loan.	0.30
07/19/12	SLS	0010 Communications with CJ Brown regarding DIP budget (.2)..	0.20
07/20/12	SLS	0010 Telephone call with CJ Brown regarding status of DIP budget (.3); review communications from DIP lender regarding same (.2).	0.50
07/20/12	EYP	0010 Review of DIP budget.	0.60
07/26/12	JFN	0010 Emails to S. Crow re interim DIP order (.1); review same (.2); various emails to A. Preis re same (.2); communication to S. Crow re same (.1, .1); revise DIP interim order (.2, .2); review revised black lined DIP order (.2).	1.30
07/26/12	SJC	0010 Draft interim DIP order (2.1); communications with J. Newdeck re same (.1, .1).	2.30
07/27/12	SLS	0010 Review and comment on interim DIP order.	0.50
07/27/12	ARB	0010 Review and comment on interim DIP order.	0.60
07/27/12	SJC	0010 Review and revise interim DIP order (2.2); internal communications re same (.2, .1, .1).	2.60
07/29/12	JLS	0010 Review correspondence regarding DIP budget.	0.30
07/29/12	SJC	0010 Review several communications among working group and Blackstone re budget analysis (.2, .1, .1); review correspondence re supplemental DIP motion (.2, .1).	0.70
07/30/12	JFN	0010 Draft supplemental DIP motion (.4); continue draft and incorporate comments to supplemental DIP motion (1.3, .6, .5); email A. Preis re same (.1); email A. Beane re supplemental DIP motion (.1); emails re DIP reports (.1); review email re DIP forbearance (.1).	3.20
07/30/12	ARB	0010 Review and comment on supplemental DIP motion.	0.30
07/30/12	SJC	0010 Communications with M. Snyder (.1, .1) and to S. Schultz and A. Preis (.2) re DIP document modification.	0.40
07/30/12	EYP	0010 Review and comment on supplemental DIP motion.	2.00
07/31/12	SLS	0010 Revise DIP supplement motion.	1.10
07/31/12	JFN	0010 Revise supplemental DIP motion (.5); email team re same (.1); revise supplemental DIP motion (.4, 1.0, .6); various emails to A. Preis re DIP motion (.2); review revised DIP order (.1, .1); further revise DIP motion (.2); numerous internal communications re same (1.0).	4.20
07/31/12	MR	0010 Review revised second DIP agreement (.5) and discuss with Akin team re same (.2).	0.70
07/31/12	SJC	0010 Revise DIP order and review supplemental DIP motion in connection with same.	2.10
07/31/12	EYP	0010 Revise DIP motion and order (1.0); review DIP agreement (.5).	1.50
07/01/12	JLS	0012 Review and respond to correspondence regarding discovery.	0.30
07/02/12	JLS	0012 Work on schedule for claims objection (.3); review privilege log (.4).	0.70
07/02/12	CT	0012 Prepare case documents for attorneys' review.	2.20
07/02/12	RJD	0012 Internal correspondence regarding Elektrobitt claim (.1, .2, .3).	0.60
07/02/12	RJP	0012 Conference and correspondence with A. Lees re discovery (.3); email to J. Sorkin re discovery (.1); draft and revise sample privilege log (6); correspondence with R. Donohue re hearing and discovery tasks (.3); correspondence to C. Torres re document production (.1).	6.80
07/03/12	JLS	0012 Review subpoenas.	0.20
07/03/12	MAG	0012 Update eRoom with all pleadings (.5) review database to ensure accuracy of uploads (.5).	1.00
07/03/12	CT	0012 Prepare case documents for Attorneys' Review.	2.40
07/03/12	RJD	0012 Internal correspondence regarding Elektrobitt claim (.2, .3).	0.50
07/03/12	RJP	0012 Call to S. Shelley re discovery (.2); correspondence with A. Lees re same (.2); review third party subpoenas (.2); correspondence to Akin team re same (.2); draft timeline of Elektrobitt litigation (1); correspondence to C. Anderson (.1).	1.90

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/05/12	JLS	0012 Review and respond to correspondence regarding Elektrobit (.2); review draft discovery materials (.4); prepare for and meet with Akin Gump attorneys regarding discovery issues (.5).	1.10
07/05/12	RJD	0012 Internal correspondence regarding Elektrobit claim (.2, .2, .2); internal conferences regarding same (.2, .3, .3); review and analyze documents (.8); manage and supervise document production (1.2).	3.50
07/05/12	RJP	0012 Correspondence to R. Donohue and J. Sorkin re Elektrobit discovery and case management order (1.5); review and revise privilege log (.5).	2.00
07/06/12	JLS	0012 Review revised case management order (.3); review and respond to correspondence regarding case (.2); review privilege log (.3).	0.80
07/06/12	LC	0012 Prepare documents for attorneys' review.	0.60
07/06/12	RJD	0012 Internal correspondence regarding Elektrobit claim (.1, .2, .2); internal conferences regarding same (.1, .3, .3); review and analyze documents (.9); manage and supervise document production efforts (.9).	2.90
07/06/12	RJP	0012 Revise privilege log (1.3); draft correspondence to Akin attorneys re same (.2); correspondence to J. Cuatt re assignment (.3); revise case management order and send to J. Sorkin and R. Donohue (.8); conference with R. Donohue re discovery tasks (.2); prepare Blackstone documents for pre-production (1); correspondence with R. Donohue re same (.2).	4.00
07/06/12	JLC	0012 Update privilege log with bates numbers.	1.50
07/09/12	JLS	0012 Conference with R. Donohue regarding case status and discovery issues (.5); review hearing transcript in connection with same (.5).	1.00
07/09/12	MAG	0012 Update hard copy discovery folders for litigation team with all current discovery requests (2.5); revise Privilege Log per R. Presa (2.5).	5.00
07/09/12	RJD	0012 Internal correspondence regarding Elektrobit claim (.1, .2, .3); call with J. Sorkin re same (.5); review and analyze documents (1.4); manage and supervise document production efforts (1.0).	3.40
07/09/12	EYP	0012 Review of transcript from 7-2 TSC hearing re Elektrobit.	1.00
07/09/12	JHB	0012 Review transcript of July 2 hearing re Elektrobit.	0.50
07/10/12	JLS	0012 Conference with A. Preis regarding discovery (.5); conference with counsel to the preferreds regarding discovery issues (.5); analyze case status and strategy (.4); review and respond to correspondence regarding same (.4).	1.80
07/10/12	MAG	0012 Update eRoom with all current discovery requests (2.0); ensure accuracy of database (2.0).	4.00
07/10/12	RJD	0012 Internal correspondence regarding Elektrobit claim (.1, .2, .3); internal conferences regarding same (.2, .3, .3); review and analyze documents (1.2).	2.50
07/10/12	EYP	0012 Correspondence re Elektrobit with J. Sorkin.	0.50
07/11/12	JLS	0012 Review and respond to correspondence re discovery issues (1.0); confer with R. Donohue re discovery issues (.7); call with counsel to Elektrobit (.5); work on scheduling issues (.3).	2.50
07/11/12	ARB	0012 Revise timeline re Elektrobit claim issues (.2).	0.20
07/11/12	RJD	0012 Internal correspondence regarding Elektrobit claim (.2, .2, .2); internal conferences with J. Sorkin regarding same (.2, .3, .3); manage and supervise document production efforts (1.6).	3.10
07/11/12	RJP	0012 Conference with R. Donohue re discovery issues (.3); correspondence with Akin attorneys re same (.3).	0.60
07/11/12	EYP	0012 Various calls with WLRK and Elektrobit counsel, and related internal follow up (1.5); review of various timelines and other documents relating to claim (1.0).	2.50
07/11/12	JHB	0012 Review and circulate timeline (.3); review correspondence with Elektrobit regarding discovery (.3).	0.60
07/12/12	JLS	0012 Review documents for production (1.0); review and respond to correspondence re discovery issues (.6); confer with Akin Gump attorneys re document production (.6).	2.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/12/12	ARB	0012 Review revised timeline re Elektrobite discovery and claim/plan litigation (.4); review correspondence with Akin team and Elektrobite re same (.2).	0.60
07/12/12	CT	0012 Prepare case documents for Attorneys' Review.	2.20
07/12/12	RJD	0012 Internal correspondence regarding Elektrobite claim (.1, .2, .2).	0.50
07/12/12	RJP	0012 Revise Elektrobite claim timeline (1.5); correspondence to S. Crow re same (.1); revise sample privilege log (1); numerous correspondence to J. Sorkin and R. Donohue (.4); memo to J. Sorkin re litigation tasks (.5); correspondence with Preferreds' counsel re document production (.2).	3.70
07/12/12	EYP	0012 Various calls and correspondence with preferreds, Elektrobite, and with TSC regarding claim and discovery.	4.00
07/13/12	JLS	0012 Review and revise correspondence in connection with discovery (.2); prepare for depositions (1.3).	1.50
07/13/12	RJD	0012 Internal correspondence regarding Elektrobite claim (.1, .2, .3); internal conferences regarding same (.1, .2, .3); review and analyze documents (.9); manage and supervise document production efforts (1.5).	3.60
07/16/12	JLS	0012 Review and respond to correspondence regarding discovery case (.5); review and analyze documents (1.0).	1.50
07/16/12	RJP	0012 Draft spreadsheet of Elektrobite discovery activities (4); correspondence with litigation team re deposition preparation (.2).	4.20
07/16/12	JHB	0012 Email J. Sorkin and R. Donohue regarding deposition preparation.	0.20
07/17/12	JLS	0012 Review pleadings and materials regarding Elektrobite claim (1.0); review and respond to correspondence regarding discovery (.5); prepare for depositions (.7); meeting with R. Donohue and R. Presa regarding discovery and depositions (.7); review privilege log (.6).	3.50
07/17/12	DKB	0012 Review and organize case file in preparation for archiving.	1.00
07/17/12	ARB	0012 Correspondence with Akin team re Elektrobite.	0.20
07/17/12	RJD	0012 Internal correspondence regarding Elektrobite claim (.2, .2, .3); internal conferences with J. Sorkin and R. Presa regarding same (.2, .3, .3); correspondence with counsel for the preferred shareholders regarding same (.3); manage and supervise document production efforts (.5).	2.30
07/17/12	RJP	0012 Revise Elektrobite discovery chart (1.2); conference with J. Sorkin and R. Donohue re Elektrobite discovery and Matheson deposition preparation (.8); correspondence with support staff re same (.5); draft correspondence to Terrestar email archival vendor re documents (.5).	3.00
07/17/12	EYP	0012 Review of facts regarding Elektrobite and analysis re same for team.	1.10
07/17/12	JHB	0012 Gather and review materials for Matheson deposition preparation (3.3); correspondence to J. Sorkin and R. Presa re same (.3).	3.60
07/18/12	JLS	0012 Review and respond to correspondence regarding discovery and depositions (.8); prepare for depositions (1.4); review privilege log (.4).	2.60
07/18/12	JWM	0012 Process documents for attorney review.	2.10
07/18/12	MAG	0012 Create Claims Objections Briefing binder in connection with D. Matheson deposition preparation (2.0) Create Claims Objection background documents binder in connection with D. Matheson deposition preparation (4.0).	6.00
07/18/12	RJD	0012 Internal correspondence regarding Elektrobite claim (.1, .2, .3); internal conferences regarding same (.1, .3, .3); correspondence with counsel for the preferred shareholders regarding same (.6); manage and supervise document production efforts (.8); prepare for deposition of D. Matheson (1.2).	3.80
07/18/12	RJP	0012 Correspondence and conference with Akin attorneys re discovery and Matheson deposition preparation (1); correspondence and conference with eDiscovery team re same (1.5); correspondence and conference with email archival vendor re document pull (.8); review documents in preparation for Matheson deposition (2.5).	5.80
07/18/12	PJC	0012 Review documents related to Elektrobite discovery and place relevant documents in chronological order.	2.00
07/18/12	DBI	0012 Perform searches requested by attorney team and start processing data to	5.50

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/19/12	JLS	0012 Ringtail database format.	
		Conference with Akin Gump attorneys regarding discovery issues (.6); review and respond to correspondence regarding discovery issues (.5); review and analyze documents (1.5).	2.60
07/19/12	JWM	0012 Process documents for attorney review.	3.10
07/19/12	MAG	0012 Create hard copy binder set of all data room documents re D. Matheson.	3.00
07/19/12	ML	0012 Prepare case documents for attorneys' review.	2.50
07/19/12	RJD	0012 Internal correspondence regarding Elektrobot claim (.2, .2, .3); correspondence with counsel for the preferred shareholders regarding same (.3, .3).	1.30
07/19/12	RJP	0012 Manage and coordinate document review and production to Elektrobot (2); communications to A. Preis (.4) and J. Sorkin (.4) re same; review produced documents and gather materials for deposition preparation (2.5); communications to J. Bell and R. Donohue re deposition preparation (.8).	6.10
07/19/12	EYP	0012 Review of documents for discovery (1.2) and calls/correspondence re same (.3).	1.50
07/19/12	JHB	0012 Communications with R. Presa regarding outgoing document production in Elektrobot claim litigation.	0.50
07/19/12	DBI	0012 Prepare documents for attorney review.	7.00
07/19/12	KJB	0012 Prepare electronic data for attorney review per the request of R. Presa.	1.90
07/20/12	JLS	0012 Review and respond to correspondence regarding claim (.6); phone call with counsel to Elektrobot regarding discovery (.2); address discovery issues (.3).	1.10
07/20/12	SLS	0012 Correspondence to A. Preis regarding Elektrobot discussions.	0.30
07/20/12	MAG	0012 Search Ringtail electronic database re meeting minutes (1.0); create hard copy binders of all Board meeting minutes (3.0); put in chronological order (2.0).	6.00
07/20/12	RJD	0012 Internal correspondence regarding Elektrobot claim (.1, .2, .3); manage and supervise document production efforts (.5).	1.10
07/20/12	EYP	0012 Call with Elektrobot and its counsel and related follow up.	1.00
07/20/12	EYP	0012 Various internal calls and analysis re strategy regarding negotiations with Elektrobot.	1.20
07/20/12	JHB	0012 Discuss outgoing document production with counsel for preferreds (.2); multiple e-mails with e-discovery personnel regarding finalizing and producing outgoing document production (2.0).	2.20
07/20/12	DBI	0012 Compile and burn two copies of the production CD.	1.00
07/22/12	JLS	0012 Review correspondence regarding Elektrobot claim (.2); review and analyze documents in preparation for depositions (5).	0.70
07/22/12	RJD	0012 Internal correspondence regarding Elektrobot claim (.1, .1, .2).	0.40
07/22/12	RJP	0012 Review Terrestar documents for responsiveness to Elektrobot discovery requests.	1.80
07/22/12	RJP	0012 Review email from A. Preis.	0.20
07/23/12	JLS	0012 Review and respond to correspondence regarding document production in connection with Elektrobot claim (.3); review documents in connection with discovery (.2); conference with Akin Gump attorneys regarding discovery issues (.2); review deposition notice (.2); review correspondence from counsel to the preferreds regarding discovery issues (.2).	0.90
07/23/12	ISD	0012 Update re Elektrobot litigation settlement open issues.	0.60
07/23/12	MAG	0012 Deposition preparation for D. Matheson: create binders of all documents tagged by R. Presa and circulate to team (10.0); work with E-Discovery re search issues (1.0).	11.00
07/23/12	RJD	0012 Internal correspondence regarding Elektrobot claim (.1, .2, .2); internal conferences regarding same (.2, .2, .3); correspondence with counsel for the preferred shareholders regarding same (.3, .3); manage and supervise document production efforts (.9); prepare for deposition of D. Matheson	4.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/23/12	RJP	0012 (1.5). Review documents in preparation for Matheson deposition (1.5); review Terrestar documents for responsiveness to Elektrobite discovery requests (4); conference and correspondence with Akin attorneys re deposition preparation and document review/production (1); correspondence with M. Gyure re deposition preparation materials (.3); correspondence with D. Iofe re document production (.3); review Solus privilege log (.1).	7.20
07/23/12	JHB	0012 Preparation for Matheson deposition (1.5); draft deposition preparation outline for same (2.5).	4.00
07/23/12	DBI	0012 Convert and prepare documents for attorney review outside of Ringtail.	2.00
07/24/12	JLS	0012 Review and analyze documents (3.0); conference with Akin Gump attorneys regarding case status and discovery issues (1.0); review and respond to correspondence regarding depositions (.3); review privilege log (.2); review deposition transcripts and documents in preparation for depositions (4.5).	9.00
07/24/12	MAG	0012 Create binders in preparation for D. Matheson deposition including: Claim Objection Briefing binder (4.0) and all responsive documents from TSC Ringtail database (4.0).	8.00
07/24/12	RJD	0012 Internal correspondence regarding Elektrobite claim (.1, .2, .3); internal conferences regarding same (.1, .2, .3).	1.20
07/24/12	RJP	0012 Review materials in preparation for Matheson deposition (3); communications to J. Bell and J. Sorkin re same (.5); review documents produced by Elektrobite (1.5); correspondence to A. Preis (.3) and J. Sorkin (.3) re document production to Elektrobite (.8); review subpoena to Blackstone and accompanying correspondence (.2).	6.80
07/24/12	EYP	0012 Various calls with D. Brandon and Blackstone re Elektrobite settlement and related issues (1.0); review and comment on draft pleadings (1.0).	2.00
07/24/12	JHB	0012 Revise Matheson deposition preparation outline (2.0); review and flag additional deposition transcripts (2.0); review deposition exhibits (1.4); review prior discovery responses (.5); review TSC board minutes (1.2).	7.10
07/24/12	DBI	0012 Assist the team with searches in Ringtail Database.	0.50
07/25/12	JLS	0012 Review and respond to correspondence regarding discovery (.6); review and analyze documents (.5); conference with Akin Gump attorneys regarding case status and discovery issues (.4); review deposition transcripts and documents in preparation for depositions (1.5).	3.00
07/25/12	SLS	0012 Telephone call with Blackstone team regarding potential resolution of Elektrobite claim (.3); further communications regarding same (.3)	0.60
07/25/12	ARB	0012 Draft 9019 motion re Elektrobite claim (2.8) and research in connection with same (1.9).	4.70
07/25/12	MAG	0012 D. Matheson deposition preparation (2.0); create hard copy binders of all board minutes (4.0); put in chronological order re same (1.0).	7.00
07/25/12	RJD	0012 Internal correspondence regarding Elektrobite claim (.2, .2, .3); internal conferences regarding same (.2, .3, .3); correspondence with counsel for the preferred shareholders regarding same (.2, .3); manage and supervise document production efforts (1.1); prepare for deposition of D. Matheson (1.7).	4.80
07/25/12	RJP	0012 Correspondence to J. Sorkin re deposition preparation (.2); assemble and review deposition preparation materials (1.7); communications to D. Iofe re document production (.2); review correspondence re Elektrobite litigation hold (.3).	2.50
07/25/12	EYP	0012 Various calls with Elektrobite and counsel re potential settlement (1.0); call with D. Posner re Elektrobite issues and follow up (.5); calls and correspondence with D. Brandon and CJ Brown re Elektrobite issues (1.3); correspondence re Elektrobite issues and potential settlement (.8); various calls with court re Elektrobite scheduling (.3); calls and correspondence with WLRK re Elektrobite issues (.2); review of draft pleadings (.5).	4.60

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/25/12	EYP	0012 Correspondence to I. Dizengoff re Elektrobit and other case issues.	0.40
07/25/12	JHB	0012 Review subpoena of Blackstone and related correspondence (.3); e-mail M. Gyure re materials for Matheson deposition (.1).	0.40
07/25/12	DBI	0012 Prepare the production set of documents and load it to the Ringtail database for final review.	2.50
07/26/12	JFN	0012 Emails to A. Preis re Van Vlissingen (.1) and to S. Crow (.1); call with J. Bain re lease issues (.2); follow-up with S. Crow (.1).	0.50
07/26/12	ARB	0012 Continue preparing draft 9019 motion.	6.70
07/26/12	EYP	0012 Review of Van Vlissingen issues (1.0); review and comment on 9019 motion (3.2).	4.20
07/26/12	JAB	0012 Calls and email correspondence with J. Newdeck regarding landlord claims in connection with TSC bankruptcy (.2); review and analysis of file materials in connection with same (.6).	0.80
07/27/12	JLS	0012 Phone call with Blackstone regarding discovery (.7); conference with Akin Gump attorneys regarding discovery issues (.5); Work on responding to discovery (.5).	1.70
07/27/12	SLS	0012 Communications with Akin and Blackstone team regarding resolution of Elektrobit claim (.6).	0.60
07/27/12	ISD	0012 Update re Elektrobit litigation settlement open issues.	0.60
07/27/12	JFN	0012 Communication to A. Beane re Elektrobit 9019 motion (.2); research re lease issues (2.0, 1.8); confer with J. Bain re same (.1).	2.10
07/27/12	ARB	0012 Revise 9019 motion (3.4) and draft stipulation re same (3., 2.2); correspondence to R. Donohue and R. Presa re same (.1, .1).	8.60
07/27/12	RJD	0012 Internal correspondence regarding Elektrobit claim (.2, .2); internal conferences regarding same (.2, .3).	0.90
07/27/12	RJP	0012 Provide comments to settlement motion and correspondence to A. Beane re same (1); teleconference with Blackstone re response to Elektrobit subpoena (.3); communication to J. Sorkin re same (.5); correspondence to K. Castaldy re Elektrobit subpoena and deposition notice (.2).	2.00
07/27/12	EYP	0012 Various calls and correspondence re settlement.	0.50
07/27/12	JAB	0012 Email correspondence and calls with J. Newdeck regarding TSC lease proof of claim matter (.1); review and analysis of file materials in connection with same (.3).	0.40
07/28/12	SLS	0012 Communications to A. Preis regarding resolution of Elektrobit claim (.2, .2, .1).	0.50
07/28/12	ARB	0012 Revise 9019 motion and related stipulation.	7.10
07/28/12	RJD	0012 Internal correspondence regarding Elektrobit claim (.1, .2, .3).	0.50
07/28/12	EYP	0012 Various calls re settlement (1.0); review and comment on 9019 motion and stipulation (2.0).	3.00
07/29/12	SLS	0012 Review 9019 motion (.8); communications to A. Preis regarding same (.3)	1.10
07/29/12	ARB	0012 Revise 9019 motion and related stipulation.	6.10
07/29/12	RJD	0012 Internal correspondence regarding Elektrobit claim (.1, .2).	0.30
07/29/12	SJC	0012 Review extensive correspondence from A. Preis regarding a variety of Elektrobit claim issues (.3, .2, .2); research re subrogation (3.9).	4.60
07/29/12	EYP	0012 Review and comment on 9019 motion and stipulation.	2.00
07/30/12	JLS	0012 Phone call with counsel for Elektrobit regarding claim and settlement (.5); conference with Akin Gump attorneys and Blackstone regarding Elektrobit claim and settlement (1.0); review and revise motion regarding Elektrobit claim (1.5); conference with Akin Gump attorney regarding Elektrobit claim objection (.5).	3.50
07/30/12	SLS	0012 Communications with G. Davis regarding resolution of Elektrobit claim (.2, .1, .1, .1); telephone call with Akin and Blackstone team regarding same (.5); telephone call with CJ Brown regarding same (.3); telephone call with S. Charles and M. Snyder regarding structure of settlement (.3); follow-up call with M. Snyder regarding same (.2); review Elektrobit stipulation (.6); review and comment on Elektrobit 9019 motion (1.0).	3.40

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
07/30/12	JFN	0012	Research re lease issue on Van Vlissingen claim.	0.50
07/30/12	RJD	0012	Internal correspondence regarding Elektrobit claim (.1, .2, .3); internal conferences regarding same (.2, .2, .3, .3); review draft pleadings and related documents (1.8).	3.40
07/30/12	SJC	0012	Correspondence to J. Newdeck re Van Vlissingen research (.2).	0.20
07/30/12	RJP	0012	Correspondence and conference with J. Kerr (Blackstone) regarding Elektrobit discovery requests and Zelin deposition (.2); communications to R. Donohue and J. Sorkin re same (.2); revise settlement motion and stipulation (2.2).	2.80
07/30/12	EYP	0012	Various calls with counsel to preferreds and Elektrobit (.8); review and revise 9019 motion and stipulation (1.5); various correspondence re settlement (.5).	2.80
07/30/12	JAB	0012	Review and analysis of TSC lease agreement in connection with Van Vlissingen claim (1.0); prepare audit and response to landlord's proof of claims regarding restoration of premises (.5); email correspondence to J. Newdeck regarding same (.2); research relating to nature of certain improvement items listed in landlord's proof of claim (1.7).	3.40
07/31/12	JLS	0012	Review documents and correspondence re settlement of Elektrobit claim (1.0); review and respond to correspondence re same (.3).	1.30
07/31/12	SLS	0012	Review preferreds comments to Elektrobit 9019 motion (.2) and stipulation (.2); communication to A. Preis regarding status of settlement agreement (.2); telephone call with S. Charles and M. Snyder regarding same (.3); review revised settlement papers (.3).	1.20
07/31/12	ARB	0012	Revise 9019 motion and related stipulation (.2); incorporate WLRK comments to same (.8).	1.00
07/31/12	RJD	0012	Internal correspondence regarding Elektrobit claim (.1, .1, .2); internal conferences regarding same (.2, .2, .3); review draft pleadings and related documents (1.1).	2.10
07/31/12	EYP	0012	Call with chambers re 9019 motion and related follow up (.5); various correspondence re settlement with all parties (1.0); various calls and correspondence with WLRK (.6); revise 9019 documents (1.0); call with counsel for Elektrobit (.4); review and comment on notice of adjournment (.5).	3.10
07/31/12	JAB	0012	Emails and telephone correspondence to J. Newdeck and Terrestar litigation team regarding landlord proof of claim issue (.1); review and analysis of memorandum relating to premises condition issue (.3).	0.40
07/03/12	HBJ	0018	Follow-up with Deloitte and Akin teams re timing of restructuring for tax purposes.	0.10
07/01/12	SJC	0021	Research re creditor's rights to oppose exclusivity.	2.50
07/01/12	JFN	0022	Review indenture.	0.80
07/02/12	JFN	0022	Email J. Smith re indenture (.1); follow-up with S. Schultz re indenture (.1); continue review of indenture (.3); emails to J. Smith re indenture (.3); draft email to S. Schultz (.2); email TSC team re indenture and follow-up email (.2).	1.20
07/02/12	RAT	0022	Participate in discussions regarding indenture internally.	0.30
07/02/12	SJC	0022	Correspondence to A. Beane and GCG re disclosures statement hearing notice (.3).	0.30
07/02/12	JBS	0022	Attention to revision of indenture and internal distribution.	1.50
07/03/12	RVT	0022	Call re indenture.	0.40
07/03/12	JFN	0022	Call re indenture (.3); email S. Schultz re intercreditor agreement (.1).	0.40
07/03/12	ARB	0022	Call with Akin credit team re intercreditor issues (.2) and correspondence re same (.1).	0.40
07/03/12	SJC	0022	Calls with M. Schlappig re plan and disclosure statement (.2, .2).	0.40
07/03/12	JBS	0022	Telephone conference to discuss indenture and next steps.	0.40
07/05/12	SJC	0022	Review correspondence from GCG re disclosure statement hearing notice (.1); email to A. Preis re same (.1).	0.20
07/09/12	MJV	0022	Analyze drafting issues for indenture.	0.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/09/12	RVT	0022 Review indenture precedents (2.0); review restructuring term sheet (.5); began drafting exit facility agreement (2.5).	5.00
07/10/12	MJV	0022 Correspondence to R. Troitsky re draft indenture agreement (.3); review of portions of same (1.2).	1.50
07/10/12	RVT	0022 Finalized draft of indenture agreement.	2.30
07/10/12	JFN	0022 Various emails re indenture (.2); emails to R. Troitsky re same (.1).	0.30
07/10/12	JBS	0022 Coordinate indenture distribution and redline for A. Preis (.2); correspondence related to Blackstone inquiry (.2).	0.40
07/11/12	MJV	0022 Review of revisions to draft indenture.	0.60
07/11/12	RVT	0022 Review Terrestar Indenture (.6); make additional revisions to intercreditor agreement (3.6).	4.20
07/11/12	SJC	0022 Review and revise notice per comments of A. Preis.	1.10
07/12/12	SLS	0022 Communication to A. Preis and J. Sorkin regarding upcoming discovery schedule.	0.20
07/13/12	ARB	0022 Call with Akin team (.2) and GCG (.2) re adjourning disclosure statement hearing; review and comment on notice of adjournment (.1).	0.50
07/17/12	ARB	0022 Correspondence with GCG re revisions to solicitation timeline.	0.20
07/20/12	JFN	0022 Email Akin team re indenture (.1); correspondence to A. Beane re same (.1).	0.20
07/22/12	ARB	0022 Correspondence to A. Preis re plan and disclosure statement documents (.1); review correspondence from A. Preis in preparation for 7/23 plan status call (.4).	0.50
07/23/12	ISD	0022 Analysis of open plan issues.	0.70
07/24/12	ISD	0022 Review and analysis of open plan issues.	0.90
07/24/12	EYP	0022 Review of draft valuation from Blackstone.	1.00
07/25/12	JBS	0022 Attention to follow-up on status of indenture.	0.10
07/26/12	JFN	0022 Correspondence to J. Smith re indenture (.1); follow-up emails to A. Preis re same (.2).	0.30
07/26/12	EYP	0022 Review and comment on liquidation analysis.	1.00
07/27/12	SLS	0022 Review revised disclosure statement exhibits (1.1).	1.10
07/28/12	SLS	0022 Review revised disclosure statement exhibits (.3); review communications between Akin and Blackstone team regarding same (.3)	0.60
07/30/12	ARB	0022 Review objection to plan filed by Swarts.	0.50
07/30/12	SJC	0022 Review Swarts objection to plan.	0.10
07/30/12	ALB	0022 Conferences and correspondence with Blackstone re liquidation analysis and TSC/TSN settlements with Sprint and Jefferies (.6); review and revise notes re same (.4); communications re same to S. Crow (.1).	1.10
07/31/12	SLS	0022 Correspondence to A. Preis regarding updating plan related documents (.2); communication to A. Beane regarding updated disclosure statement supplement (.2); review Swarts objection (3.1).	3.50
07/31/12	ARB	0022 Communication to S. Schultz re revisions to supplement to disclosure statement.	0.10
07/01/12	SLS	0025 Travel from Dallas to New York (2.0) (Actual time - 4.0).	2.00
07/01/12	SJC	0025 Travel from Dallas to NY (actual time 3.4).	3.40
07/02/12	JLS	0025 Travel to/from hearing. (Actual time - 1.2)	0.60
07/02/12	SLS	0025 Travel to/from hearing (1.0); travel from New York to Dallas (5.0). (Actual time - 6.0)	3.00
07/02/12	SJC	0025 Travel to (.4) and from (.5) hearing; travel from NY to Dallas (5.5). (Actual time - 6.4)	3.20

Total Hours

549.20

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
H B JACOBSON	0.10 at	\$755.00 =	\$75.50
M J VOLOW	3.40 at	\$800.00 =	\$2,720.00

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<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>	=	<u>Value</u>
I S DIZENGOFF	2.80	at	\$1050.00	=	\$2,940.00
R A TESTANI	0.30	at	\$925.00	=	\$277.50
J L SORKIN	49.50	at	\$730.00	=	\$36,135.00
S L SCHULTZ	35.60	at	\$775.00	=	\$27,590.00
A PREIS	58.10	at	\$775.00	=	\$45,027.50
R V TROITSKY	11.90	at	\$650.00	=	\$7,735.00
J F NEWDECK	17.00	at	\$650.00	=	\$11,050.00
M RU	1.90	at	\$630.00	=	\$1,197.00
R J DONOHUE	47.20	at	\$570.00	=	\$26,904.00
A L BLAYLOCK	1.10	at	\$600.00	=	\$660.00
J B SMITH	2.40	at	\$600.00	=	\$1,440.00
A R BEANE	54.50	at	\$450.00	=	\$24,525.00
S J CROW	65.40	at	\$370.00	=	\$24,198.00
R J PRESA	61.40	at	\$400.00	=	\$24,560.00
J J IM	3.20	at	\$575.00	=	\$1,840.00
J H BELL	19.10	at	\$570.00	=	\$10,887.00
J A BAIN	5.00	at	\$450.00	=	\$2,250.00
J W MA	5.20	at	\$240.00	=	\$1,248.00
L CHAU	0.60	at	\$230.00	=	\$138.00
C TORRES	6.80	at	\$230.00	=	\$1,564.00
M LEONARD	2.50	at	\$220.00	=	\$550.00
D B IOFE	18.50	at	\$225.00	=	\$4,162.50
K J BELL	1.90	at	\$220.00	=	\$418.00
B R KEMP	15.50	at	\$215.00	=	\$3,332.50
T SOUTHWELL	0.40	at	\$235.00	=	\$94.00
D KRASA-BERSTELL	3.40	at	\$235.00	=	\$799.00
M A GYURE	51.00	at	\$250.00	=	\$12,750.00
J L CUATT	1.50	at	\$210.00	=	\$315.00
P J CAMHI	2.00	at	\$200.00	=	\$400.00

Current Fees

\$277,782.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis	\$72.00
Computerized Legal Research - Other	\$17.15
Computerized Legal Research - Westlaw	\$771.42
Courier Service/Messenger Service- Off Site	\$423.04
Document Retrieval	\$472.80
Duplication - In House	\$1,639.20
Meals - Business	\$68.36
Meals (100%)	\$52.80
Audio and Web Conference Services	\$9.82
Travel - Airfare	\$4,303.20
Travel - Ground Transportation	\$159.81
Travel - Lodging (Hotel, Apt, Other)	\$729.91
Travel - Parking	\$44.13
Travel - Telephone & Fax	\$17.27

Current Expenses

\$8,780.91

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August 17, 2012

Total Amount of This Invoice

\$286,563.41

Akin Gump

Strauss Hauer & Feld LLP

TERRESTAR NETWORKS
ATTN: DOUGLAS BRANDON
ONE DISCOVERY SQUARE
12010 SUNSET HILLS ROAD
SUITE 600
RESTON, VA 20190

Invoice Number 1441615
Invoice Date 09/19/12
Client Number 688669
Matter Number 0004

Re: TSC POSTPETITION

FOR PROFESSIONAL SERVICES RENDERED THROUGH 08/31/12 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	29.30	\$12,603.50
0003	Akin Gump Fee Application/Monthly Billing Reports	20.70	\$8,567.00
0004	Analysis of Other Professionals Fee Applications/Reports	2.70	\$809.00
0006	Retention of Professionals	12.30	\$6,438.50
0008	Court Hearings	100.20	\$46,309.00
0009	Financial Reports and Analysis	4.60	\$1,905.50
0010	DIP, Cash Collateral Usage and Exit Financing	34.20	\$20,416.50
0012	General Claims Analysis/Claims Objections	94.20	\$56,436.00
0018	Tax Issues	7.80	\$5,064.50
0022	Plan/Disclosure Statement/Solicitation and Related Documentation	124.80	\$73,526.50
0025	Travel Time	9.25	\$5,950.00
	TOTAL	440.05	\$238,026.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/01/12	BRK	0002 Update case calendar.	0.80
08/01/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
08/01/12	SJC	0002 Detailed review of case calendar in light of rescheduled hearings.	0.60
08/02/12	SJC	0002 Prepare numerous documents for filing including final review of same, supervising filing, and coordinate service.	1.10
08/05/12	EYP	0002 Correspondence with D. Brandon regarding case strategy.	0.30
08/08/12	EYP	0002 Various communications re confidentiality agreement.	0.50
08/09/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
08/09/12	EYP	0002 Efforts re confidentiality agreement.	0.50
08/09/12	JHB	0002 Review docket of Perez appeal and e-mail litigation team regarding status.	0.20
08/13/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
08/13/12	DKB	0002 Prepare chambers copies of recently filed pleadings (.3); Forward the above to court (.2).	0.50
08/14/12	SJC	0002 Review and revise draft notice.	0.20
08/14/12	EYP	0002 Communications with J. Swarts re confidentiality agreement.	0.50
08/15/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
08/15/12	ARB	0002 Call to chambers re: extension of objection deadline.	0.10
08/15/12	MAG	0002 Research re Aldo Perez and change of Judge (2.0).	2.00
08/15/12	SJC	0002 Communications re upcoming filings and status.	0.20
08/16/12	JLS	0002 Review order and correspondence regarding Perez appeal.	0.70
08/16/12	BRK	0002 Update calendar.	0.30
08/16/12	DKB	0002 Update transcripts file.	0.50
08/16/12	ARB	0002 Correspondence to S. Schultz re: case status (.1); review letter from district court re: Perez appeal (.2) and correspondence with litigation team re: same (.1).	0.40
08/16/12	RJD	0002 Internal correspondence regarding Perez appeal (.20, .20, .30); Internal teleconferences regarding same (.10, .20, .20).	1.20
08/16/12	SJC	0002 Call with R. Presa re Perez appeal (.3); review order re appeal (.2); internal follow up communications re same (.1, .2).	0.80
08/16/12	RJP	0002 Call with S. Crow re Perez appeal (.3); correspondence to R. Donohue re same (.5); research and draft letter to court re same (1.5).	2.30
08/17/12	SLS	0002 Review letter regarding Perez appeal (.4); communication with Akin team regarding same (.1).	0.50
08/20/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
08/20/12	BRK	0002 Update case calendar.	0.20
08/20/12	BRK	0002 Prepare for and file Notice of Filing Documents Submitted by Jeffrey M. Swarts.	1.00
08/20/12	SJC	0002 Prepare Swarts documents for filing.	0.80
08/21/12	JLS	0002 Review and respond to correspondence regarding Perez appeal.	0.50
08/21/12	BRK	0002 Update case calendar.	0.20
08/21/12	RJD	0002 Internal correspondence regarding Perez appeal (.20, .20, .30); Internal teleconferences regarding same (.20, .30); Review court order and draft response regarding same (1.30).	2.50
08/21/12	SJC	0002 Communications with R. Presa re Perez appeal (.3, .1); follow up research re same (.6).	1.00
08/21/12	RJP	0002 Revise letter to district court in Perez appeal (.8); conference with S. Crow re same (.3); correspondence to D. Brandon and G. Davis re letter (.2); conference and correspondence to R. Donohue re same (.2).	1.50
08/22/12	SJC	0002 Review and revise several documents for filing and coordinate filing and service of the same.	0.90
08/23/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
08/23/12	SJC	0002 Draft confidentiality agreement for Swarts.	0.60
08/27/12	JLS	0002 Review correspondence regarding Aldo Perez appeal.	0.30
08/27/12	RJD	0002 Internal correspondence regarding Perez appeal (.20, .30, .30); review	2.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/27/12	RJP	0002 and revise response regarding same (1.2). Correspondence to Akin attys regarding letter to Judge Abrams (.4); draft certificate of service and coordinate service of letter (1.1).	1.50
08/30/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
08/04/12	SJC	0003 Review and revise prebill with respect to task coding and privilege.	2.00
08/06/12	SJC	0003 Continue to review and revise prebill with respect to task code and privilege.	0.60
08/09/12	SJC	0003 Review and revise prebill with respect to task coding.	0.50
08/10/12	ARB	0003 Prepare monthly fee statement.	0.40
08/10/12	SJC	0003 Review and revise prebill with respect to task coding.	1.40
08/13/12	SJC	0003 Follow up re June monthly fee application.	0.20
08/14/12	ARB	0003 Prepare monthly fee statement.	1.70
08/14/12	SJC	0003 Communications to A. Beane re monthly fee statement (.2, .2); begin drafting fee statement (.8).	1.20
08/15/12	SJC	0003 Draft monthly fee statement.	2.50
08/16/12	ARB	0003 Review and revise monthly fee statement.	1.30
08/16/12	SJC	0003 Review and revise monthly fee statement.	0.30
08/17/12	SLS	0003 Prepare exhibit to monthly fee application (1.1); review and revise same (.6).	1.70
08/17/12	ARB	0003 Review and comment on monthly fee statement.	0.70
08/17/12	SJC	0003 Review and revise monthly fee statement per comments of A. Beane (.5); further revise per comments of S. Schultz (.9).	1.40
08/20/12	BRK	0003 Prepare for and file July 2012 monthly fee application.	0.70
08/20/12	SJC	0003 Finalize monthly fee application.	0.30
08/30/12	SJC	0003 Begin drafting interim fee application.	1.30
08/31/12	SJC	0003 Continue drafting interim fee application.	2.50
08/02/12	BRK	0004 File Blackstone monthly fee application.	0.70
08/09/12	SJC	0004 Review correspondence from S. Schultz re Quinn invoice.	0.20
08/10/12	BRK	0004 Update monthly fee chart.	0.40
08/10/12	SJC	0004 Review Quinn invoice.	0.20
08/17/12	ARB	0004 Correspondence with Deloitte re: interim fee application.	0.10
08/20/12	SJC	0004 Internal correspondence re Blackstone engagement and related expenses.	0.20
08/21/12	BRK	0004 Update monthly fee chart.	0.70
08/28/12	SLS	0004 Review Wachtell invoice for payment (.2).	0.20
08/20/12	ARB	0006 Review SEC filings in connection with motion to appoint CRO (.4); prepare outline of speaking points re: CRO motion (.9).	1.30
08/23/12	JFN	0006 Revise CRO order (.2, .3); draft declaration of disinterestedness (.4); emails re same (.1).	1.00
08/24/12	SLS	0006 Communications with Akin team (.1); preferreds (.1), G. Davis (.2), D. Brandon (.2) and J. Epstein (.2) regarding employee order.	0.80
08/24/12	JFN	0006 Email re declaration of disinterestedness (.1); revise CRO order (.3); revise declaration of disinterestedness (.3, .3); draft email request re same (.2); email S. Schultz re same (.1).	1.30
08/24/12	ARB	0006 Revise proposed CRO order per comments of Judge Lane at Aug. 23 hearing.	0.50
08/27/12	SLS	0006 Review draft affidavits of disinterestedness (.3).	0.30
08/27/12	JFN	0006 Various emails re declaration of disinterestedness.	0.20
08/27/12	ARB	0006 Prepare declarations of disinterestedness in accordance with order appointing CRO.	1.10
08/28/12	ARB	0006 Prepare list of interested parties in connection with declarations of disinterestedness re: CRO order.	1.80
08/28/12	SJC	0006 Review and revise declarations of disinterestedness.	0.20
08/29/12	JFN	0006 Review emails re declaration of disinterestedness.	0.20
08/29/12	ARB	0006 Revise declarations of disinterestedness of E. Davis (.2), D. Brandon (.2) and J. Epstein (.1).	0.50
08/29/12	EYP	0006 Efforts re declarations of disinterestedness.	0.50
08/30/12	BRK	0006 File Notice of Filing of Declarations of Disinterestedness.	0.70

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/30/12	JFN	0006 Review various emails re declaration of disinterestedness.	0.20
08/30/12	ARB	0006 Prepare notice of filing declarations of disinterestedness in connection with CRO order (1.1) and correspondence re: same (.1); coordinate filing and service of same (.3).	1.50
08/30/12	SJC	0006 Review and respond to correspondence re declarations of disinterestedness.	0.20
08/09/12	BRK	0008 Coordinate with Court Call regarding telephonic appearance of S. Woodell at August 23 and 24 hearing.	0.30
08/09/12	SJC	0008 Correspondence to B. Kemp re hearing prep.	0.10
08/13/12	BRK	0008 Draft Notice of Omnibus Hearing Dates.	1.00
08/13/12	ARB	0008 Call chambers re: potential hearing dates.	0.20
08/13/12	SJC	0008 Calls with chambers regarding hearing dates (.2, .1); correspondence with working group re same (.2).	0.50
08/14/12	BRK	0008 Prepare for and file Notice of Omnibus Hearing Dates (.8); update case calendar (.4).	1.20
08/16/12	BRK	0008 Prepare letter to pro se party, Aldo Perez regarding August 23 hearing.	0.40
08/17/12	ARB	0008 Review previous hearing transcripts in preparation for August 23 hearing.	1.60
08/17/12	SJC	0008 Review documents in preparation for hearing.	0.80
08/19/12	SJC	0008 Review filed documents in preparation for hearing.	1.40
08/20/12	BRK	0008 Hearing preparation.	5.00
08/20/12	DKB	0008 Correspondence to B. Kemp re preparation for hearing (.2); Review materials re matters scheduled for hearing (.5).	0.70
08/20/12	ARB	0008 Assist in preparations for Aug. 23 hearing.	0.50
08/20/12	SJC	0008 Internal correspondence re hearing preparation (.1, .1); assist with hearing prep (3.2); draft talking points for hearing (1.2).	4.60
08/20/12	EYP	0008 Prep for hearing.	1.00
08/21/12	BRK	0008 File Agenda regarding August 23 and 24 hearing.	0.60
08/21/12	BRK	0008 Hearing preparation.	4.00
08/21/12	DKB	0008 Communication to B. Kemp re preparation for August 23 hearing (.1); Review and update hearing materials for Judge Lane (1.2); Forward the hearing materials to court (.3); Confer with attorney re status (.1); Review and organize additional hearing materials (.6).	2.30
08/21/12	SJC	0008 Review and respond to internal correspondence re hearing and informal objection status to scheduled matters (.2); prepare materials for hearing (4.1); review and revise agenda and begin draft of amended agenda (.6).	4.90
08/22/12	BRK	0008 File Amended Notice of Agenda.	0.60
08/22/12	DKB	0008 Communication to S. Crow re preparation for August 23 hearing (.2); Work on logistics thereof (.3); correspondence to B. Kemp re same (.1); Review and organized pleadings in preparation for hearing (1.2); Prepare sets of recently filed pleadings for chambers (1); Forward documents to court (.3); Confer with attorney re status (.1); Review hearing notebooks (.5); Update the above (1).	4.70
08/22/12	ARB	0008 Assist in preparations for Aug. 23 hearing.	1.40
08/22/12	SJC	0008 Revise amended hearing agenda (.6); assist with preparation for contested hearing (4.6).	5.20
08/22/12	EYP	0008 Prep for hearing.	3.50
08/23/12	SLS	0008 Prepare for hearing (3.9); participate in same (3.5); communication with parties regarding revisions to orders per court's direction (1.0).	8.40
08/23/12	BRK	0008 Coordinate with Court Call regarding telephonic appearance of J. Newdeck for August 23 and 24 hearings.	0.30
08/23/12	BRK	0008 File Amended Agenda.	0.70
08/23/12	JFN	0008 Communication to S. Crow re orders for hearing (.1); various emails re same (.2); review orders (.2); research related to Elektrobit settlement issues for hearing (2.3); various emails re same (.2); participate in hearing telephonically (2.4).	5.40
08/23/12	DKB	0008 Correspondence to S. Schultz re preparation of additional materials for	4.50

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		hearing (.2); Prepare set of recently filed pleadings for chambers (.6); Forward the above to court (.2); correspondence to A. Beane re additional hearing materials (.2); Prepare sets thereof (1.4); Review materials for hearing (.5); Update hearing notebooks (.7); Assist attorneys with additional preparation for hearing (.6); Confer with attorneys re status (.1).	
08/23/12	ARB	0008 Prepare revised agenda for Aug. 23 hearing (.6) and supervise filing of same (.1); assist in preparation for hearing (2.6); attend hearing (3.5).	6.80
08/23/12	SJC	0008 Research in advance of hearing regarding several contested issues (5); participate in hearing telephonically (3); review and revise orders per comments at hearing (.5).	8.50
08/23/12	EYP	0008 Various related follow up to hearing.	1.00
08/23/12	EYP	0008 Prep for hearing (review cases, draft script, discuss with various parties, etc.)	6.50
08/23/12	EYP	0008 Attend and participate in hearing (3.5) and related follow up (.4).	3.90
08/24/12	JFN	0008 Various emails re revised orders from hearing (.2).	0.20
08/24/12	SJC	0008 Review and revise several versions of orders per comments at hearing and circulate to chambers (3.7); discussions with chambers re same (.3).	4.00
08/24/12	EYP	0008 Various follow up to court hearing regarding finalization of orders and related matters.	2.00
08/25/12	SJC	0008 Review and circulate orders entered (.4); draft memo re hearing results and orders (1).	1.40
08/30/12	ARB	0008 Correspondence to A. Preis re: hearing transcript.	0.10
08/16/12	ARB	0009 Prepare monthly operating report.	2.70
08/17/12	BRK	0009 File July 2012 Operating Report.	0.70
08/17/12	ARB	0009 Finalize monthly operating report.	1.20
08/01/12	JFN	0010 Various emails re Zelin declaration (.1); draft Zelin declaration (.7); review/revise draft DIP declaration (.2); emails with Akin team re same (.1); emails re revisions to Zelin declaration (.1); revise same and follow-up with team (.2); incorporate Wachtell comments to DIP motion (.1) and emails re same (.1); further emails from Wachtell re DIP and follow-up (.1); revise DIP motion and Zelin declaration (.1); revise Zelin declaration (.5); internal communications regarding DIP motion and order (.3); revise DIP motion (.2).	2.80
08/01/12	SJC	0010 Numerous communications with Akin team regarding DIP supplement (.4); review and revise DIP agreement and related documents(1.8).	1.50
08/01/12	EYP	0010 Review and revise DIP documents.	1.30
08/01/12	EYP	0010 Various calls with parties regarding settlement in connection with DIP budget.	1.70
08/02/12	BRK	0010 Draft Notice of Hearing on Supplemental DIP motion.	0.80
08/02/12	TS	0010 Review docket re DIP motion filings (.1); prepare and ECF file supplemental DIP motion (.4).	0.50
08/02/12	JFN	0010 Review Wachtell comments re DIP documents and follow-up with team email re same (.1) revise DIP motion and affidavit (.1); revise DIP order, Zelin Declaration and DIP motion (.4); emails to S. Crow re same (.1); various emails re exhibits to DIP motion (.2); revise same (.1); prepare exhibits (.1); follow-up with Blackstone re Zelin declaration (.1); compare previous versions of DIP motion and DIP order (.2); review A. Preis comments to order and emails re same (.1); incorporate comments from various parties to DIP order, motion and agreement (.4); various emails re same (.2); review and revise DIP notice (.1); review fully compiled DIP documents (.3); further revise DIP notice (.1, .1); finalize documents for filing (.8, .7, .3); numerous internal communications regarding same (.8); emails to paralegal re DIP filing (.1).	5.30
08/02/12	SJC	0010 Review and revise several turns of several DIP documents, including incorporating comments of interested parties (6.1).	6.10
08/02/12	EYP	0010 Review and comment on DIP documents and comments from preferreds.	2.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/20/12	JJI	0010 Prepare and draft closing deliverables in connection with TSC DIP.	1.80
08/21/12	JFN	0010 Review emails re DIP outline (.1); email A. Preis re same (.1); update DIP outline (.1); prepare DIP materials for hearing (.2).	0.50
08/22/12	JJI	0010 Correspondence re: TSC DIP (.2); revise closing deliverables (.4).	0.60
08/23/12	JJI	0010 Meet with D. Brandon re: signature pages (.2); correspondence re: closing deliverables (.3).	0.50
08/24/12	SLS	0010 Communications with Akin team (.2) and preferreds (.2) regarding DIP order; email with G. Davis regarding same (.2).	0.60
08/24/12	ARB	0010 Revise proposed DIP order per comments of Judge Lane at Aug. 23 hearing.	0.30
08/25/12	EYP	0010 Various correspondence with company team regarding DIP.	0.50
08/27/12	SLS	0010 Telephone call with M. Snyder regarding DIP documents (.2)(.3)(.3); communication to J. Im regarding same (.2)(.2).	1.20
08/27/12	EYP	0010 Various efforts re finalization of DIP documents and related documentation.	1.20
08/27/12	JJI	0010 Prepare and coordinate closing (.5); prepare closing deliverables (.9) and calls with S. Schultz re same (.2, .2); review changes to DIP credit agreement (.3).	2.10
08/28/12	SLS	0010 Telephone call with M. Snyder regarding DIP exhibits (.2); review revisions to DIP Credit Agreement (.2); communications with Company team regarding funding of DIP (.2) (.1).	0.70
08/28/12	EYP	0010 Follow up and close DIP and related items.	1.50
08/28/12	JJI	0010 Review DIP closing documents.	0.40
08/29/12	JJI	0010 Call with Blackstone re: TSC DIP.	0.20
08/01/12	JLS	0012 Review and respond to correspondence re: discovery and settlement in connection with claim objection (.8); Review draft settlement agreement (.9).	1.70
08/01/12	SLS	0012 Review Elektrobit comments to settlement documents (.7); communications to A. Preis (.2), P. Holleman (.2) and D. Posner (.2) regarding same.	1.30
08/01/12	ARB	0012 Revise 9019 motion re: Elektrobit settlement (.8); incorporate Wachtell comments to same (.4).	1.20
08/01/12	RJD	0012 Internal correspondence regarding Elektrobit claim (.20, .20, .30).	0.70
08/01/12	EYP	0012 Review and revise 9019 motion.	1.80
08/01/12	EYP	0012 Correspondence regarding settlement provisions and analysis thereof.	1.20
08/01/12	JHB	0012 Review correspondence regarding deposition scheduling and settlement proposals (0.2); review 9019 motion (0.3).	0.50
08/02/12	SLS	0012 Communications with working group regarding resolution of Elektrobit claim (.2); review pleadings regarding same (.4).	0.60
08/02/12	BRK	0012 Draft Notice of Hearing on 9019 motion.	0.80
08/02/12	TS	0012 Coordinate filing (.1); prepare and ECF file motion re stipulation with Elektrobit, et al. (.4).	0.50
08/02/12	ARB	0012 Continue preparing and revising 9019 motion re: Elektrobit settlement and stipulation (6.9) and supervise preparation and filing of same (.4).	7.30
08/02/12	RJD	0012 Internal correspondence regarding Elektrobit claim (.10, .20, .30).	0.60
08/02/12	EYP	0012 Correspondence with UST re Elektrobit settlement.	0.30
08/02/12	EYP	0012 Correspondence and calls regarding negotiation of settlement.	2.10
08/03/12	EYP	0012 Follow up regarding Elektrobit settlement and discussion with D. Brandon re same.	0.50
08/06/12	SLS	0012 Review Elektrobit reservation of rights.	0.20
08/08/12	SLS	0012 Communications with working group regarding potential resolution of Van Vlissingen claim (.2)	0.20
08/08/12	EYP	0012 Various efforts and calls re possible settlement with Van Vlissingen.	1.30
08/09/12	ISD	0012 Review and consider issues in connection with Elektrobit settlement.	0.60
08/09/12	EYP	0012 Various calls and correspondence re partial Van Vlissingen settlement.	1.20
08/10/12	EYP	0012 Call with TSN Liquidating Trustee re TSC issues (.5) and related follow up with Brandon (.3).	0.80

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/12/12	EYP	0012 Call with D. Posner re Van Vlissingen issues and related team follow up.	0.50
08/13/12	EYP	0012 Various calls and correspondence with Van Vlissingen re potential settlement.	1.00
08/14/12	SJC	0012 Review several communications among Akin, Blackstone and company re Van Vlissingen claim.	0.30
08/14/12	EYP	0012 Various efforts and calls re potential settlement with Van Vlissingen.	1.00
08/14/12	JAB	0012 Review of emails regarding status of Van Vlissingen landlord claim (.1); email correspondence to J. Newdeck regarding same (.1).	0.20
08/15/12	SLS	0012 Communication to A. Preis regarding Elektrobit settlement (.2); call with working group regarding same (.4).	0.60
08/15/12	ARB	0012 Call with counsel for Elektrobit, Van Vlissingen and TSN Liquidating Trust re: Elektrobit 9019 motion.	0.30
08/15/12	EYP	0012 Various calls and correspondence with Liquidating Trustee and Otterbourg.	1.00
08/15/12	EYP	0012 Various calls and correspondence re potential Van Vlissingen settlement.	1.00
08/16/12	JFN	0012 Review update re Van Vlissingen claim.	0.10
08/16/12	RJD	0012 Internal correspondence regarding issues in connection with settlement (.20, .20); teleconference with D. Brandon regarding same (.30); Review and analyze documents in connection with same (1.10).	1.80
08/16/12	EYP	0012 Various calls and correspondence re potential Van Vlissingen settlement.	1.00
08/17/12	EYP	0012 Review of Van Vlissingen and Elektrobit issues (2.0), and calls re same (.6), and correspondence with team re same (.4).	3.00
08/18/12	EYP	0012 Correspondence re Van Vlissingen issues.	0.30
08/19/12	SJC	0012 Review several internal communications re Elektrobit settlement.	0.30
08/19/12	EYP	0012 Correspondence re Van Vlissingen issues.	0.50
08/20/12	JFN	0012 Correspondence to A. Beane re response to Van Vlissingen Elektrobit objection (.2); review emails re same (.2).	0.40
08/20/12	ARB	0012 Prepare reply to anticipated objection of Van Vlissingen to Elektrobit 9019 motion (2, 1.9, 2.7).	6.60
08/20/12	EYP	0012 Efforts re resolving TSN liquidating trust objection to settlement.	0.50
08/20/12	EYP	0012 Review documents (.2) and call with client (.5), regarding Elektrobit settlement issues.	2.50
08/20/12	EYP	0012 Various efforts re Van Vlissingen claim and objection issues.	1.00
08/21/12	SLS	0012 Review VanVilisingen objection to Elektrobit 9019 (.4); communication to A. Preis regarding response to same (.2); review draft reply to same (.7).	1.30
08/21/12	ARB	0012 Continue preparing reply to Van Vlissingen objection to 9019 motion (.4, 1.2); revise same (3.5, 2); additional research re: same (3.2).	10.30
08/21/12	SJC	0012 Review and respond to internal correspondence re Elektrobit settlement.	0.30
08/21/12	RAC	0012 Research in connection with Elektrobit settlement.	0.20
08/21/12	EYP	0012 Review and revise response to Van Vlissingen objection.	4.00
08/21/12	EYP	0012 Various calls with chambers (.1) (.2), Otterbourg (.1) (.1), Elektrobit (.2) (.1), and Wachtell (.1) (.1) re Van Vlissingen objection.	1.00
08/21/12	EYP	0012 Review of Van Vlissingen objection and potential arguments.	2.50
08/22/12	SLS	0012 Review revised reply to Van Vlissingen objection (1.4); review notice of filing of revised Elektrobit order (.2)	1.60
08/22/12	BRK	0012 File Reply to Van Vlissingen & Co. objection.	0.60
08/22/12	BRK	0012 File Notice of Filing of Revised Proposed Order as to Elektrobit.	0.60
08/22/12	JFN	0012 Review response to Van Vlissingen objection (.1); emails re same (.1); communication to A. Beane and S. Crow re same (.2); emails to S Crow re same (.1); review and summarize case law re Van Vlissingen response (2.0, .2); review various emails re Van Vlissingen response (.1).	2.80
08/22/12	ARB	0012 Revise reply to Van Vlissingen objection to 9019 motion (3.7); prepare revised 9019 order (.5) and prepare notice of filing re: same (.8); supervise filing of reply (.2) and email chambers re: same (.1);	8.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/22/12	SJC	0012 additional research re: 9019 issues (1.8, 1). Substantial internal correspondence re Van Vlissingen response to Elektrobit settlement (.4); research in connection with settlement (2.1).	2.50
08/22/12	EYP	0012 Efforts re finalization of response to Van Vlissingen.	2.50
08/22/12	EYP	0012 Various phone calls and correspondence re Van Vlissingen objection.	1.00
08/23/12	ARB	0012 Additional research in connection with 9019 motion.	2.20
08/23/12	APM	0012 Research re: Elektrobit settlement.	2.10
08/24/12	SLS	0012 Communications with Elektrobit (.2), TSN Trustee (.1) and preferreds (.1) regarding Elektrobit order; email with G. Davis regarding same (.2).	0.60
08/24/12	ARB	0012 Revise 9019 order per comments of Judge Lane at Aug. 23 hearing.	0.20
08/27/12	EYP	0012 Various efforts regarding settlement finalization.	0.50
08/10/12	HBJ	0018 Review updated valuation and projections for tax question from A. Beane and report back.	0.40
08/13/12	JFN	0018 Email S. Schultz re tax correspondence (.1); review same (.1); research re tax letter (1.2); email D. Brandon re same (.1); follow-up call to Grant Thornton (.1); update team re status (.1).	1.70
08/13/12	SLN	0018 Review liquidation analysis re tax issues.	0.70
08/15/12	SLS	0018 Communications with J. Newdeck (.1) (.2) and A. Preis (.2) (.2) regarding Nevada tax issues.	0.70
08/15/12	JFN	0018 Review tax correspondence (.2); update Akin team re same (.2).	0.40
08/16/12	JFN	0018 Review Nevada tax documents (.1); emails with D. Brandon (.1) and Akin team (.1) re same; confer with Nevada tax department re tax documents (.2); follow-up summary to Akin team re same (.2); review history of tax filings (.2); review issued permits (.1, .1).	1.10
08/20/12	JFN	0018 Email A. Pries and S. Schultz re tax issues (.1); review status of same (.2); follow up with Grant Thornton re same (.1, .1).	0.50
08/21/12	JFN	0018 Review status of tax issues (.3); various emails to GT re same (.2); call with A Blaylock re same (.2); research re same (.7).	1.40
08/21/12	ALB	0018 Communications with J. Newdeck re tax issue (.2); review files re same (.4).	0.60
08/22/12	JFN	0018 Review tax issues (.1); call with J. Water re same (.2).	0.30
08/01/12	SLS	0022 Further review of Swarts disclosure statement objection (2.4); review of Swarts valuation brief (1.8).	3.20
08/01/12	ARB	0022 Prepare amended disclosure statement supplement.	4.50
08/01/12	SJC	0022 Review letter filed by A. Perez re plan.	0.40
08/02/12	ARB	0022 Continue preparing amended disclosure statement supplement.	0.50
08/02/12	EYP	0022 Review and comment on draft disclosure statement pleadings.	2.10
08/02/12	EYP	0022 Correspondence and calls with counsel to interested party and related calls.	0.70
08/03/12	SLS	0022 Review and comment on revised disclosure statement supplement (.2); communication to A. Beane regarding same (.1); review comments to revised liquidation analysis (.1).	0.40
08/03/12	JFN	0022 Emails re status of exhibits to plan/disclosure statement.	0.20
08/03/12	ARB	0022 Continue preparing amended disclosure statement supplement (2.6); revise same per S. Schultz comments (1.5).	4.10
08/03/12	EYP	0022 Various efforts re preparation of exhibits to disclosure statement.	1.00
08/06/12	SLS	0022 Review revised disclosure statement supplement (1.5); communication to A. Beane regarding same (.2).	1.70
08/06/12	ISD	0022 Review and consider strategy regarding objections to disclosure statement.	1.10
08/06/12	JFN	0022 Review first supplement to disclosure statement (.1).	0.10
08/06/12	ARB	0022 Revise amended disclosure statement supplement (.9) and correspondence to Akin and Blackstone re: same (.1).	1.00
08/06/12	SJC	0022 Call equity holder Ken Miller re question about disclosure statement supplement hearing notice.	0.20
08/07/12	EYP	0022 Call with counsel to potential bidder and related follow up.	0.30
08/08/12	SLS	0022 Finalize update to disclosure statement supplement (1.1); telephone call	1.30

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/08/12	JFN	0022 with CJ Brown regarding same (.2). Emails re disclosure statement objection (.1); review correspondence re revised disclosure statement insert (.1).	0.20
08/08/12	ARB	0022 Revise amended disclosure statement supplement (.6) and correspondence with Akin and Blackstone (.1), D. Brandon and G. Davis (.1) and counsel for preferred shareholders (.1) re: same; review objections to disclosure statement and prepare chart re: same (3.8).	4.70
08/08/12	EYP	0022 Various calls and correspondence regarding plan and supplement.	1.00
08/08/12	EYP	0022 Review of amended disclosure statement supplement.	0.80
08/09/12	SLS	0022 Review revised valuation exhibit (.9); prepare for disclosure statement hearing (.2).	1.10
08/09/12	ARB	0022 Continue preparing chart of disclosure statement objections (1.6); correspondence to A. Preis re: plan and disclosure statement materials (.2); revise amended disclosure statement supplement (1.5).	3.30
08/09/12	EYP	0022 Review of disclosure statement documents.	1.00
08/09/12	EYP	0022 Calls with Blackstone re disclosure statement documents and related follow-up.	0.50
08/10/12	SLS	0022 Review revised liquidation analysis (.5); review revised valuation (.5); review revised financial projections (.4); discussions with Blackstone team regarding plan supplement exhibits (.4)(.2)(.2); telephone call with M. Snyder regarding same (.2); communication to preferreds regarding exhibits to disclosure statement and plan supplement (.2)	2.60
08/10/12	BRK	0022 File First Amended Supplement to Second Amended Disclosure Statement.	0.60
08/10/12	BRK	0022 Prepare and file notice of Filing Marked Version of First Amended Supplement to Second Amended Disclosure Statement.	0.70
08/10/12	ARB	0022 Review amended disclosure statement exhibits (.4, .1); correspondence to H. Jacobson (.2) and S. Schultz (.1) re same; review plan supplement documents (.2); revise disclosure statement supplement (.7, .3, .5) and correspondence with preferred shareholders re: same (.1); prepare draft notice of filing marked version of disclosure statement supplement (.6); prepare draft notice of filing amended disclosure statement supplement (.6); supervise filing of amended disclosure statement supplement and redline (.3) and correspondence with GCG re: same.	4.10
08/10/12	SJC	0022 Review communications among Akin and Blackstone teams regarding exhibits to disclosure statement (.2); correspondence to A. Beane re same (.2).	0.40
08/10/12	EYP	0022 Call with Blackstone re plan issues.	0.30
08/13/12	SLS	0022 Communications with Akin team regarding disclosure statement exhibits (.2); prepare for disclosure statement hearing (.9); telephone call with Blackstone team regarding same (.2) (.1).	1.40
08/13/12	ARB	0022 Review exhibits to disclosure statement (.1) and correspondence to S. Naegel re: same (.1).	0.20
08/14/12	EYP	0022 Call with Blackstone re plan exhibits (.3); related correspondence (.2).	0.50
08/15/12	SLS	0022 Review revised amended disclosure statement exhibits (.2); review notice of filing of same (.1); telephone conferences with M. Snyder regarding same (.2) (.1); telephone call with Blackstone team regarding same (.2)(.1).	0.90
08/15/12	BRK	0022 Prepare pro se letters regarding Disclosure Statement motion.	1.30
08/15/12	TS	0022 Prepare and ECF file amended exhibits to disclosure statement.	0.60
08/15/12	ARB	0022 Prepare notice of filing disclosure statement exhibits (.6); review exhibits (.7); supervise filing of same (.2, .2); draft correspondence to Wachtell re: same (.2); correspondence with GCG re: solicitation process (.3).	2.20
08/15/12	SJC	0022 Communications with Blackstone and Akin attorneys re supplemental disclosure statement exhibits (.3, .2, .2); assist with revisions and preparation of documents for filing (1.1).	1.90

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/15/12	EYP	0022 Review of plan exhibits.	0.50
08/16/12	SLS	0022 Prepare for disclosure statement hearing (3.8); telephone call with Blackstone team regarding same (.3).	4.10
08/16/12	JFN	0022 Review emails re disclosure statement hearing preparation.	0.20
08/16/12	ARB	0022 Review Swarts filing re: disclosure statement (.6); revise letters to Swarts, Binder and Perez re: appearing at disclosure statement hearing telephonically (.7, .4); revise and update chart of disclosure statement objections (.4, .9) and correspondence to S. Schultz re: same (.1); revise solicitation timeline (.6).	3.70
08/16/12	SJC	0022 Review disclosure statement and solicitation timeline (.5); review blacklines of financial exhibits (.3); correspondence to A. Beane and S. Schultz re same (.1, .2); research related to valuation issues (1.5).	2.60
08/17/12	SLS	0022 Prepare for disclosure statement hearing (.8); telephone call with Blackstone team regarding same (.4); communication regarding with A. Preis regarding same (.3)	1.50
08/17/12	ARB	0022 Revise solicitation timeline (.4); correspondence to GCG re: same (.1); add additional filings to disclosure statement objection chart (2.7).	3.20
08/17/12	ARB	0022 Correspondence with Blackstone re: RKF report.	0.20
08/17/12	RJD	0022 Internal correspondence regarding objections in connection with confirmation (.20, .30); Review and analyze documents in connection with same (.90); Teleconference with Blackstone regarding same (.50).	1.90
08/17/12	SJC	0022 Review draft solicitation timeline (.2); communication to A. Beane re same (.2).	0.40
08/18/12	SJC	0022 Review correspondence from Swarts re RKF in connection with supplemental disclosure statement motion.	0.30
08/20/12	SLS	0022 Prepare for disclosure statement hearing (5.0); communications regarding disclosure statement order (.2); correspondence to A. Beane regarding same (.2).	5.40
08/20/12	ARB	0022 Review and comment on revised plan timeline (.4); revise supplement to disclosure statement (.8).	1.20
08/21/12	SLS	0022 Prepare for disclosure statement hearing (3.7); telephone call with D. Brandon regarding same (.3); communication with M. Snyder regarding exit facility term sheet (.2); review same (.5); review Blackstone analysis (.3)	5.00
08/21/12	ARB	0022 Revise solicitation timeline (.8) and correspondence with GCG re: same (.1); revise disclosure statement objection chart (.6).	1.50
08/22/12	SLS	0022 Call with Blackstone team regarding disclosure statement exhibits (.2); communication with M. Snyder regarding same (.3); prepare for disclosure statement hearing (2.8).	3.30
08/22/12	BRK	0022 File Notice of Filing Plan Supplement Document.	0.60
08/22/12	ARB	0022 Call with Akin and Blackstone (.2) and follow-up correspondence to J. Im (.1) re: exit term sheet; call with GCG re: solicitation (.2); call with Blackstone re: chart of disclosure statement objections (.2) and correspondence to J. Swarts re: same (.1).	0.80
08/22/12	SJC	0022 Communications to A. Beane re plan supplement (.2); draft notice of filing exit facility term sheet (1.5).	1.70
08/23/12	ARB	0022 Revise disclosure statement supplement.	0.40
08/24/12	SLS	0022 Communications with Akin team (.2) and preferreds (.2) regarding disclosure statement order; email with G. Davis regarding same (.2).	0.60
08/24/12	JFN	0022 Various emails re disclosure statement supplement.	0.30
08/24/12	ARB	0022 Revise disclosure statement supplement (1.1) and disclosure statement order (.4) per comments of Judge Lane at Aug. 23 hearing; correspondence with GCG re: solicitation process (.2).	1.70
08/24/12	EYP	0022 Various correspondence with shareholders re plan issues.	1.00
08/26/12	ARB	0022 Correspondence re: notice of marketing assets (.1, .1).	0.20
08/26/12	EYP	0022 Correspondence with Akin and Blackstone teams regarding sale process and related items.	1.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/27/12	SLS	0022 Review solicitation version of disclosure statement (1.0); review plan related notice (.5); review revised solicitation version of plan and disclosure statement 1.0).	2.50
08/27/12	ARB	0022 Prepare solicitation versions of disclosure statement supplement (1.5), exhibits and ballots (.9) and plan (.6); correspondence with GCG re: solicitation (.2, .1); revise notice of marketing assets (1.3).	4.60
08/28/12	SLS	0022 Review plan related notice (.4); coordinate distribution of plan (.5); prepare for call with preferreds regarding implementing plan sale option (.5).	1.40
08/28/12	ARB	0022 Finalize solicitation versions of disclosure statement supplement and exhibits (1, .5) and correspondence with GCG re: same (.1, .1); update notice of marketing assets per Blackstone comments (.2); prepare notice of confirmation hearing for publication (.2) and correspondence with Miller Advertising re: same (.2).	2.30
08/28/12	EYP	0022 Correspondence with shareholder re plan issues.	0.50
08/28/12	EYP	0022 Continued efforts regarding sale process items.	0.50
08/29/12	SLS	0022 Participate in call with preferreds and Blackstone regarding plan sale process (.5); communication to A. Beane regarding confirmation publication notice (.2); review proposed modifications to published version of confirmation notice (.3); telephone call with M. Snyder regarding plan related matters (.3).	1.30
08/29/12	ARB	0022 Correspondence with GCG re: solicitation process (.2, .1); correspondence with Miller Advertising re: publication of notice of confirmation hearing (.2); call with preferred shareholders and Wachtell re: marketing process (.4) and review Blackstone documents in connection with same (.5).	1.40
08/29/12	SJC	0022 Call with Blackstone re exhibits.	0.40
08/29/12	EYP	0022 Call re sales process (.5) and related correspondence and calls (.5).	1.00
08/29/12	EYP	0022 Correspondence with Shareholder regarding plan.	0.50
08/30/12	ARB	0022 Correspondence to D. Brandon re: solicitation.	0.10
08/30/12	SJC	0022 Review and respond to several internal communications regarding marketing notice.	0.60
08/30/12	EYP	0022 Various efforts re sale process (1.2) and correspondence with Swarts related thereto (.3).	1.50
08/31/12	SLS	0022 Telephone call with M. Snyder regarding plan supplement documents (.3); numerous communications with Akin and Blackstone teams regarding disclosure of plan related documents (1.1); email to SEC team regarding indenture (.2).	1.60
08/31/12	BRK	0022 File Notice of Marketing of Assets and Potential Sale Thereof.	0.70
08/31/12	BRK	0022 Redact July 10, 2012 Market Study by RKF.	0.50
08/31/12	RAT	0022 Responding to email from S. Schultz regarding TIA compliance (.2) and researching applicability of exemptions in light of changed facts (.3).	0.50
08/31/12	ARB	0022 Finalize notice of marketing assets (.5) and supervise filing of same (.2); prepare publication version of same (.5) and correspondence with Akin team (.1) and Miller Advertising (.1) re: same; communications with B. Kemp re: redacting RKF report (.3).	2.70
08/31/12	SJC	0022 Review and respond to numerous communications re marketing notice and publication of same.	1.50
08/31/12	SJC	0022 Review correspondence with J. Swarts re meeting and RKF report.	0.30
08/31/12	EYP	0022 Various correspondence regarding sales process.	1.20
08/31/12	JBS	0022 Correspondence with R. Testani and S. Schultz and related review of TIA exemptions.	0.80
08/22/12	SLS	0025 Travel from Dallas to New York (Actual time - 5.0).	2.50
08/23/12	ARB	0025 Travel from DC to NY (actual time - 3.5 hours).	1.75
08/23/12	ARB	0025 Travel from office to court for hearing (actual time - 0.5 hours).	0.25
08/24/12	SLS	0025 Return travel from New York (3.0) (actual time 6.0 hours).	3.00
08/24/12	ARB	0025 Travel from NY to DC (actual time - 3.5 hours).	1.75

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
Total Hours			440.05

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
H B JACOBSON	0.40	at	\$755.00	=	\$302.00
I S DIZENGOFF	1.70	at	\$1050.00	=	\$1,785.00
R A TESTANI	0.50	at	\$925.00	=	\$462.50
J L SORKIN	3.20	at	\$730.00	=	\$2,336.00
S L SCHULTZ	66.30	at	\$775.00	=	\$51,382.50
A PREIS	78.40	at	\$775.00	=	\$60,760.00
J F NEWDECK	26.80	at	\$650.00	=	\$17,420.00
R J DONOHUE	10.70	at	\$570.00	=	\$6,099.00
A L BLAYLOCK	0.60	at	\$600.00	=	\$360.00
J B SMITH	0.80	at	\$600.00	=	\$480.00
S L NAEGEL	0.70	at	\$500.00	=	\$350.00
A R BEANE	114.75	at	\$450.00	=	\$51,637.50
S J CROW	74.50	at	\$370.00	=	\$27,565.00
R A COHEN	0.20	at	\$425.00	=	\$85.00
R J PRESA	5.30	at	\$400.00	=	\$2,120.00
J J IM	5.60	at	\$575.00	=	\$3,220.00
J H BELL	0.70	at	\$570.00	=	\$399.00
J A BAIN	0.20	at	\$450.00	=	\$90.00
A P MARKS	2.10	at	\$375.00	=	\$787.50
B R KEMP	29.80	at	\$215.00	=	\$6,407.00
T SOUTHWELL	1.60	at	\$235.00	=	\$376.00
D KRASA-BERSTELL	13.20	at	\$235.00	=	\$3,102.00
M A GYURE	2.00	at	\$250.00	=	\$500.00

Current Fees

\$238,026.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis	\$269.10
Computerized Legal Research - Other	\$114.25
Computerized Legal Research - Westlaw	\$2,958.82
Courier Service/Messenger Service- Off Site	\$63.22
Duplication - In House	\$228.60
Meals - Business	\$10.45
Meals (100%)	\$197.12
Postage	\$19.20
Audio and Web Conference Services	\$398.59
Travel - Ground Transportation	\$222.71

Current Expenses

\$4,482.06

Total Amount of This Invoice

\$242,508.06

Akin Gump
Strauss Hauer & Feld LLP

TERRESTAR NETWORKS
ATTN: DOUGLAS BRANDON
ONE DISCOVERY SQUARE
12010 SUNSET HILLS ROAD
SUITE 600
RESTON, VA 20190

Invoice Number 1447477
Invoice Date 10/22/12
Client Number 688669
Matter Number 0004

Re: TSC POSTPETITION

FOR PROFESSIONAL SERVICES RENDERED THROUGH 09/30/12 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	14.60	\$6,837.00
0003	Akin Gump Fee Application/Monthly Billing Reports	29.90	\$13,758.50
0004	Analysis of Other Professionals Fee Applications/Reports	13.70	\$5,225.00
0008	Court Hearings	2.60	\$1,001.50
0009	Financial Reports and Analysis	4.60	\$2,165.00
0010	DIP, Cash Collateral Usage and Exit Financing	3.40	\$1,258.00
0012	General Claims Analysis/Claims Objections	18.00	\$9,748.00
0018	Tax Issues	9.50	\$6,750.50
0022	Plan/Disclosure Statement/Solicitation and Related Documentation	335.40	\$179,212.50
0024	Asset/Stock Transaction/Business Liquidations	0.20	\$74.00
0025	Travel Time	3.50	\$1,575.00
	TOTAL	<u>435.40</u>	<u>\$227,605.00</u>

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/04/12	BRK	0002 Update case calendar and distribution of same.	0.70
09/04/12	ARB	0002 Correspondence to B. Kemp re calendar.	0.10
09/05/12	SLS	0002 Communications with M. Snyder re case status (.2); telephone call with S. Shelly re same (.4).	0.60
09/05/12	ARB	0002 Update calendar (.2); review and circulate DailyDeal article re Terrestar (.3).	0.50
09/06/12	BRK	0002 Monitor docket re Aldo Perez appeal.	0.30
09/07/12	JLS	0002 Review correspondence from A. Perez re appeal.	0.50
09/07/12	DKB	0002 Review and organize pleadings to be sent to court.	0.80
09/10/12	SLS	0002 Telephone call with M. Snyder re case status.	0.20
09/11/12	BRK	0002 Update case calendar.	0.20
09/11/12	DKB	0002 Review and organize case file.	0.60
09/11/12	ARB	0002 Review recent filings in appeal (.5); correspondence to B. Kemp re calendar (.2).	0.70
09/11/12	SJC	0002 Communications re pending matters.	0.50
09/12/12	BRK	0002 Update case calendar.	0.40
09/12/12	ARB	0002 Correspondence to B. Kemp re calendar.	0.10
09/13/12	BRK	0002 Monitor docket re Aldo Perez appeal.	0.30
09/14/12	ARB	0002 Correspondence to B. Kemp re calendar updates.	0.20
09/17/12	BRK	0002 Update case calendar.	0.20
09/17/12	ARB	0002 Correspondence with GCG re website updates.	0.10
09/19/12	SLS	0002 Lengthy telephone call with common equity holder (.5).	0.50
09/19/12	BRK	0002 Update case calendar.	0.20
09/20/12	JLS	0002 Review correspondence from court re Perez appeal (.2).	0.20
09/20/12	RJD	0002 Internal correspondence re issues in connection with Perez appeal (.1, .2, .3); internal teleconferences re same (.1, .2, .20,).	1.10
09/20/12	SJC	0002 Review letters and orders filed on Perez appeal docket.	1.10
09/20/12	RJP	0002 Conference and correspondence with Akin attorneys re Perez appeal (.5); review documents filed in connection with same (.2).	0.70
09/20/12	EYP	0002 Revise Perez letter.	1.00
09/24/12	BRK	0002 Monitor docket re Aldo Perez appeal.	0.30
09/27/12	BRK	0002 Monitor docket re Aldo Perez appeal.	0.30
09/27/12	DKB	0002 Review and organize case files in preparation for archiving.	0.70
09/29/12	EYP	0002 Draft Board update e-mail and related correspondence.	1.50
09/03/12	SJC	0003 Review and revise interim fee application.	3.50
09/04/12	ARB	0003 Review and comment on interim fee application.	2.40
09/04/12	SJC	0003 Review and revise interim fee application.	0.40
09/05/12	SLS	0003 Review Akin fee application (2.7).	2.70
09/06/12	SLS	0003 Review revised interim fee application.	0.80
09/06/12	ARB	0003 Review and comment on interim fee application.	0.70
09/06/12	SJC	0003 Review and revise interim fee application.	0.40
09/07/12	BRK	0003 File Akin Fourth Interim Fee Application (.4); update fee chart (.6).	1.00
09/11/12	BRK	0003 Draft and file Notice of Hearing on Fourth Interim Fee Application.	1.30
09/11/12	ARB	0003 Review and comment on notice of hearing on interim fee applications.	0.60
09/11/12	SJC	0003 Review and revise notice of hearing on interim fee applications.	0.30
09/12/12	SJC	0003 Review and revise prebill with respect to task coding and privilege.	2.40
09/13/12	SJC	0003 Review and revise prebill with respect to task coding and privilege.	3.10
09/14/12	ARB	0003 Prepare monthly fee statement.	3.10
09/17/12	ARB	0003 Prepare monthly fee statement.	0.30
09/19/12	SLS	0003 Review exhibit to fee application (1.9); review fee statement (1.0).	2.90
09/19/12	SJC	0003 Draft monthly fee statement (2.1); review and revise exhibits to same (.6); revise fee statement per comments of S. Schultz (.2).	2.90
09/20/12	BRK	0003 File August monthly fee statement of Akin Gump (.6); update monthly fee chart (.2).	0.80
09/20/12	ARB	0003 Correspondence to K. Prater and S. Crow re fee statement (.1);	0.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		correspondence with GCG re service of same (.1).	
09/20/12	SJC	0003 Review compiled fee application and exhibits.	0.10
09/03/12	SJC	0004 Review Deloitte interim fee application.	0.50
09/04/12	ARB	0004 Correspondence to S. Crow re GCG invoices (.1) and Deloitte invoices (.6).	0.70
09/04/12	SJC	0004 Communications re solicitation invoice from GCG (.1, .1, .1).	0.30
09/05/12	SLS	0004 Review Deloitte interim fee application (.3).	0.30
09/05/12	ARB	0004 Review and comment on fee chart.	0.60
09/05/12	ARB	0004 Calls and correspondence with Blackstone re interim fee application and July monthly fee statement.	0.20
09/06/12	BRK	0004 Research last invoices received from Quinn, Weil, and Wachtell for fee chart.	0.50
09/06/12	BRK	0004 File Fourth Interim Application for Compensation of Deloitte Tax (.6); update fee chart (.2).	0.80
09/06/12	ARB	0004 Review Blackstone interim fee application (.6) and correspondence re same (.1); review and comment on Deloitte interim fee application (.5).	1.20
09/06/12	SJC	0004 Review and comment on Deloitte interim fee application (.9); review and comment on Blackstone interim fee application (.8).	1.70
09/07/12	BRK	0004 File Fourth Interim Application for Compensation of Blackstone Advisory Partners L.P. (.4); update fee chart (.6).	1.00
09/07/12	ARB	0004 Correspondence with Blackstone re interim fee application (.1); correspondence with Blackstone re professional fee chart (.1).	0.20
09/07/12	SJC	0004 Review and comment on Blackstone interim fee application.	1.50
09/11/12	SLS	0004 Communication to S. Crow re payment of Blackstone fees (.2); telephone call with C. Anderson re timing of payment of holdbacks (.2).	0.40
09/11/12	ARB	0004 Correspondence re Blackstone invoices (.2); communications with S. Crow (.3) and S. Schultz and S. Crow (.1) re same.	0.60
09/12/12	ARB	0004 Review and comment on Blackstone July fee statement.	0.30
09/13/12	BRK	0004 File Fourteenth Monthly Statement of Blackstone Advisory.	0.70
09/13/12	BRK	0004 Forward most recent fee chart to J. Tennant.	0.30
09/13/12	ARB	0004 Correspondence to B. Kemp re fee chart (.1); review and comment on Blackstone July monthly fee statement (.3).	0.40
09/13/12	SJC	0004 Review Deloitte fee statements (.2); correspondence re same (.2).	0.40
09/18/12	SJC	0004 Research re bridge lender professional fees.	0.20
09/19/12	ARB	0004 Correspondence re Blackstone fee statements.	0.20
09/28/12	ARB	0004 Review and comment on Deloitte monthly fee statement.	0.40
09/28/12	SJC	0004 Preliminary review of Deloitte invoice.	0.30
09/11/12	JFN	0008 Review emails re upcoming hearing date.	0.10
09/11/12	ARB	0008 Correspondence with G. Finizio re scheduling of omnibus hearings.	0.10
09/12/12	BRK	0008 File Notice of Cancellation and Rescheduling of Certain Omnibus Hearing Dates of the TSC Debtors.	0.70
09/12/12	ARB	0008 Call with chambers re hear schedule (.2); correspondence with G. Finizio re same (.1); prepare notice re omnibus hear schedule (.9) and coordinate filing of same (.2).	1.40
09/12/12	SJC	0008 Review and respond to communications re upcoming hearings.	0.30
09/19/12	SLS	0009 Review monthly operating report (.8).	0.80
09/19/12	ARB	0009 Prepare monthly operating report (1.8) and correspondence re same (.1, .1, .1).	2.10
09/19/12	SJC	0009 Review and respond to correspondence re monthly operating report.	0.30
09/20/12	BRK	0009 File August 2012 monthly operating report.	0.60
09/20/12	ARB	0009 Continue preparing monthly operating report (.5); correspondence with D. Brandon re same (.1); coordinate and supervise filing of same (.2).	0.80
09/11/12	SJC	0010 Multiple communications and work related to DIP budget and covenants (2.2); draft correspondence related to same (.3).	2.50
09/13/12	SJC	0010 Work with Blackstone on DIP budgeting issues.	0.70
09/14/12	SJC	0010 Communications with Blackstone re DIP budget and related professional fees.	0.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/04/12	RJD	0012 Internal correspondence re discovery in connection with Swarts claim (.2, .2, .3); internal teleconferences re same (.2, .3).	1.20
09/17/12	ARB	0012 Correspondence with GCG re claims registers (.2) and multiple calls with GCG re same (.3).	0.50
09/17/12	RJD	0012 Internal correspondence re discovery and other litigation issues in connection with Swarts claim (.1, .1, .2); internal teleconferences re same (.1, .2, .20,).	0.90
09/19/12	SLS	0012 Telephone call to Houlihan re potential claim resolution (.5).	0.50
09/24/12	ARB	0012 Review correspondence re maximum claim exposure (.5) and research re same (.3, .5).	1.30
09/25/12	SLS	0012 Began review of motion for reconsideration of Swarts claims.	0.70
09/25/12	ARB	0012 Review correspondence and pleadings from J. Swarts re claim (1.3); call with court re same (.2); correspondence with team re same (.1); call with K. Zuzolo re same (.2).	1.80
09/25/12	SJC	0012 Review Swarts motion for reconsideration.	0.80
09/26/12	SLS	0012 Review Swarts motion for reconsideration of claim objection.	3.60
09/26/12	BRK	0012 File motion to reconsider, exhibits, and motion to shorten time on behalf of J. Swarts.	0.60
09/26/12	ARB	0012 Supervise filing of Swarts documents.	0.30
09/26/12	SJC	0012 Substantial communications with Akin working group re Swarts motion for reconsideration (.8); research in connection with the same (2).	2.80
09/27/12	SLS	0012 Review claim reconsideration motion.	1.00
09/28/12	SJC	0012 Review emails from Swarts re claims (.3); research in connection with motion to reconsider (.3).	0.60
09/29/12	SJC	0012 Review and respond to communications re Swarts motion for reconsideration.	0.20
09/30/12	RJD	0012 Review correspondence re discovery in connection with Swarts claim (.2, .3).	0.50
09/30/12	SJC	0012 Review and respond to several communications re Swarts claims.	0.70
09/05/12	JFN	0018 Email S. Schultz and A. Preis re Nevada tax issue (.1); research re status of service in Nevada (.2); emails re same (.2).	0.50
09/06/12	JFN	0018 Review Nevada service issue and emails re same.	0.30
09/11/12	SLS	0018 Review letter re Nevada alleged tax (.2); communication to J. Newdeck re same (.1).	0.30
09/11/12	HBJ	0018 Prepare for and attend meeting with Deloitte team and D. Brandon re 2011 tax returns and discuss 2012 returns.	1.00
09/11/12	HBJ	0018 Prepare for meeting with Deloitte team and D. Brandon re 2011 and 2012 returns (.3); research re possible responsible person liability for state taxes (1.1); discussion with J. Newdeck re editing letter to Nevada tax authorities (.2).	1.60
09/11/12	JFN	0018 Revise letter to Nevada (.2, .2); review documents re outstanding tax issues (.2); correspondence to H. Jacobson re same (.1, .1); emails with Akin team (.1); further revise letter (.2).	1.10
09/12/12	SLS	0018 Review email communication re Nevada tax issue (.3); review letter re same (.2); communications to J. Newdeck re same (.2).	0.70
09/12/12	HBJ	0018 Emails with Deloitte re timing of confirmation and effective date for tax purposes.	0.10
09/12/12	JFN	0018 Revise tax letter (.4); email to S. Schultz re same (.2); email broader Akin group (.1); incorporate A. Preis comments (.1); emails with D. Brandon re same (.1).	0.90
09/12/12	JFN	0018 Email D. Posner re tax letter.	0.10
09/12/12	EYP	0018 Research re Nevada tax law issues and claims.	1.00
09/13/12	JFN	0018 Emails re tax letter (.1, .1).	0.20
09/14/12	JFN	0018 Email A. Preis re tax letter (.1); follow-up with D. Posner re same (.1).	0.20
09/17/12	JFN	0018 Follow-up with D. Posner re tax letter (.1); internal emails re same (.1).	0.20
09/18/12	JFN	0018 Email D. Posner re tax letter (.1); call with D. Posner re tax letter (.1); revise same (.1); email Akin team (.1) and D. Brandon (.1) re same;	0.90

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		finalize tax letter (.5).	
09/25/12	HBJ	0018 Review and revise Blackstone NOL slide (.3) and emails re NOLs (.1).	0.40
09/02/12	SJC	0022 Review discovery request from J. Swarts in connection with plan.	0.50
09/02/12	EYP	0022 Correspondence and calls with Perez re meeting.	1.00
09/04/12	JLS	0022 Review discovery requests and correspondence from Swarts (.7);	1.60
		prepare for (.4) and participate in (.5). call re discovery requests.	
09/04/12	SLS	0022 Communication to Akin team re plan related documents (.5); telephone	2.70
		call with A. Beane re updated plan supplement (.5); telephone call with	
		J. Smith re same (.3); review plan supplement note for preferreds (.2);	
		participate in call with J. Sorkin re response to Swarts discovery requests	
		(.5); telephone call with CJ Brown re plan supplement documents (.3);	
		began review of amended plan supplement (.4).	
09/04/12	JFN	0022 Email A. Beane re D&O plan supplement.	0.10
09/04/12	RAT	0022 Participate in discussion with J. Smith re TIA exemption.	0.10
09/04/12	ARB	0022 Prepare plan supplement documents (2.2); call with S. Schultz re same	2.70
		(.5).	
09/04/12	SJC	0022 Communications re amended plan supplement (.2).	0.20
09/04/12	RJP	0022 Internal communications re response to Swarts discovery requests.	0.50
09/04/12	JBS	0022 Review of TIA exemptions (1.0) and conversation with S. Schultz (.3)	1.40
		and related call and correspondence with R. Testani (.1).	
09/05/12	JLS	0022 Review and respond to correspondence re discovery requests.	0.30
09/05/12	SLS	0022 Prepare for (.2) and participate in (.2). call with J. Smith and M. Snyder	2.70
		re plan supplement documents; follow-up call with J. Smith re same (.2);	
		communication with M. Snyder re same (.2, .2); follow-up calls with J.	
		Smith and W. Curtis re same (.3, .2, .1); communication with Akin team	
		re same (.3, .2, .3); review revised plan supplement documents (.3).	
09/05/12	CMG	0022 Conference with W. Curtis on changing Indenture to secured notes	0.40
		agreement.	
09/05/12	WEC	0022 Calls with S. Schultz and J. Smith to discuss second-priority notes and	7.30
		matters related to collateral and govern documents (.3, .2, .1);	
		conference with C. Gores re indenture and collateral questions (.4);	
		begin draft of Note Purchase Agreement (6.3).	
09/05/12	JFN	0022 Review emails re insurance policy question for plan supplement (.1);	0.20
		follow-up correspondence to A. Beane and team re same (.1).	
09/05/12	RAT	0022 Participate in numerous internal discussions re request made by	0.50
		Wachtell to change the indenture into a note agreement.	
09/05/12	ARB	0022 Correspondence with D. Brandon and G. Davis re plan supplement	0.20
		documents.	
09/05/12	SJC	0022 Review and respond to correspondence re publication of confirmation	0.50
		hearing notice (.2); several communications re plan supplement (.3).	
09/05/12	RJP	0022 Draft responses and objections to Swarts discovery requests (2.5);	3.50
		correspondence to D. Brandon re same (.2); gather and review	
		documents in response to Swarts requests (.8).	
09/05/12	JBS	0022 Calls with S. Schultz, R. Testani and W. Curtis re provide for issuance	2.20
		of notes without an indenture or trustee, include discussion of	
		promissory notes and note exchange agreement and issues inherent in	
		proceed without a collateral trustee or trustee (.3, .2, .1); call and related	
		correspondence with Wachtell and S. Schultz re same (.2); follow-up	
		call with S. Schultz (.2); discussions with W. Curtis re exist indenture	
		and next steps (.1) and research re same (1.1).	
09/06/12	JLS	0022 Prepare for (.2) and participate (.6) in phone call with client re discovery	1.80
		requests; work on responses and objections to discovery requests (.5);	
		review correspondence and documents re discovery requests (.5).	
09/06/12	SLS	0022 Participate in call with D. Brandon and Akin team re response to Swarts	2.10
		discovery response (.6); communications to W. Curtis re plan	
		supplement (.2, .3, .2, .1); review note agreement (.7).	
09/06/12	BRK	0022 Draft Notice of Publication.	0.60

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/06/12	WEC	0022 Continue to revise Note Agreement (7.8) and calls with S. Schultz re same (.2, .3, .2, .1); telephone calls with R. Testani (.5); revise Note Agreement to reflect comments from Akin team (2.5).	11.60
09/06/12	RAT	0022 Review initial draft of note purchase agreement (2.0) and participate in conference with W. Curtis to discuss changes (.5).	2.50
09/06/12	ARB	0022 Correspondence with paralegals re filing of plan supplement (.1); revise notice of publication of confirmation hearing notice (.4, .4). communication to B. Kemp re same (.1); correspondence with D. Brandon re same (.1); revise plan supplement documents (1.7); correspondence to M. Snyder re same (.2, .1); internal call re Swarts confirmation discovery responses (.4).	3.50
09/06/12	SJC	0022 Communications re plan supplement and coordinate filing of same (.3); several communications re Swarts discovery request (.1, .3); numerous communications re TSC note agreement (.4); review of same (.8).	1.90
09/06/12	RJP	0022 Participate in call with client re discovery requests (.6); follow-up correspondence re same (.2); draft and revise responses and objections to Swarts (1.5); collect documents responsive to requests (.9); internal call re same (.4).	3.60
09/06/12	JBS	0022 Follow-up on note agreement (.2) and related correspondence to R. Testani, W. Curtis and S. Schultz (.3).	0.50
09/07/12	SLS	0022 Respond to inquiries re plan supplement (.2, .1, .1); telephone call with M. Snyder re note agreement (.2, .2, .3); review recently filed plan objections (1.0); review notice of filing of amended plan supplement (.2); finalize plan supplement (2.6).	4.90
09/07/12	BRK	0022 File Notice of Filing Amended Plan Supplement.	0.70
09/07/12	WEC	0022 Revise draft Note Agreement (1.5); emails with Akin Gump team (.3); emails to R. Testani re agreement provisions (.2); review comments to Note Agreement received from Wachtell (.3); finalize draft of Note Agreement (.7).	3.00
09/07/12	RAT	0022 Review revised draft of note purchase agreement (.5); communications to W. Curtis re changes and additional comments in response to comments from Wachtell (.3); related deal matters (.2).	1.00
09/07/12	ARB	0022 Prepare draft correspondence to M. Snyder re plan supplement documents (1.2); further correspondence re same (.2); call with M. Snyder re same (.1); prepare notice of filing for same (.7) and revise same (.3); finalize same for filing (1.6; 2.7); supervise filing of same (.5); correspondence re service of same (.1); prepare notice of filing of redline of plan supplement documents (.8).	8.20
09/07/12	ARB	0022 Review filing from TSC common shareholder re plan.	0.30
09/07/12	SJC	0022 Review communications from TSC shareholders re plan.	0.30
09/07/12	SJC	0022 Review and respond to correspondence with client re TSC note agreement (.3); participate in call with M. Snyder re comments to note agreement and incorporate changes to same (1.8); review and revise several plan supplement documents (2.5).	4.60
09/07/12	RJP	0022 Prepare responses and objections to Swarts discovery requests (.5); gather and review documents for same (.5).	1.00
09/07/12	JBS	0022 Correspondence to W. Curtis on edits to Note Agreement.	0.30
09/10/12	SLS	0022 Telephone call with Akin team re next steps for preparing plan closing documents (.4); follow-up communication to R. Testani and J. Smith (.2).	0.60
09/10/12	RVT	0022 Call with Akin work group regarding plan closing documents (.4); review of revised note agreement (.4).	0.80
09/10/12	BRK	0022 File Notice of Filing marked Version of the Amended Plan Supplement (.6); correspondence to D. Krasa-Berstell re delivery of chamber copy (.2).	0.80
09/10/12	JFN	0022 Emails re finance update call (.1); email S. Schultz re intercreditor agreement (.2).	0.30

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/10/12	RAT	0022 Participate in internal conference call with S. Schultz and others re plan timeline and outstanding matters.	0.50
09/10/12	DKB	0022 Prepare chambers copies of recently filed plan pleadings (.6); forward documents to court (.3); confer with attorney re status (.1).	1.00
09/10/12	ARB	0022 Call with corporate team re outstanding documents (.5); related follow-up (.5); prepare notice of filing re redline of plan supplement documents (1.4) and revise same (.4); prepare documents and exhibits in connection with same (2.3); compile the same for internal and client review (.7); correspondence re same (.3); coordinate and supervise filing of same (1.2); correspondence re service of same (.2).	7.50
09/10/12	ARB	0022 Review filing by TSC common shareholder re plan.	0.30
09/10/12	MAG	0022 Review previously produced documents to J. Swarts in Ringtail database per R. Presa (2.0).	2.00
09/10/12	SJC	0022 Participate in call with corporate team re confirmation issues (.4); draft confirmation checklist for corporate team (1).	1.40
09/10/12	EYP	0022 Efforts re plan supplement.	2.00
09/10/12	JJI	0022 Call with Akin team re Exit Facility.	0.50
09/10/12	JBS	0022 Conference call with Akin team on outstanding documents and next steps (.5); follow-up (.2).	0.70
09/11/12	JLS	0022 Review correspondence and documents in connection with discovery requests (.3); work on responses to discovery requests (.8).	1.10
09/11/12	SLS	0022 Communication to A. Preis re plan related discovery.	0.20
09/11/12	BRK	0022 File Notice of Filing of Solicitation Version of Joint Chapter 11 Plan of the TSC Debtors.	0.70
09/11/12	JFN	0022 Communication to A. Beane re status of plan supplement documents (.1, .1); review emails re same (.1).	0.30
09/11/12	ARB	0022 Prepare notice of filing of solicitation version of plan (1.3); correspondence re same (.2) and correspondence re service of same (.2).	1.70
09/11/12	RJD	0022 Internal correspondence re discovery in connection with Swarts (.1, .2, .2); internal teleconferences re same (.2, .3).	1.00
09/11/12	RJP	0022 Prepare responses and objections to Swarts document requests (2); gather and review documents in response to same (.5); correspond with Akin attorneys and litigation support staff re responsive documents (.5); teleconference with C. Anderson (Blackstone) re requests directed at Blackstone (.2); correspondence with D. Brandon re responsive documents (.2); draft email to J. Sorkin re responses and objections (.1).	3.50
09/11/12	EYP	0022 Efforts re Swarts discovery issues.	1.50
09/11/12	JBS	0022 Conversation with J. Groff at the SEC re withdrawal of T-3 and review precedent requests for withdrawal (.7); draft withdrawal request (1.3).	2.00
09/12/12	JLS	0022 Review correspondence and documents in connection with discovery requests (.5); work on responses to discovery requests (.5); conference with Akin Gump attorney re discovery requests (.2).	1.20
09/12/12	SLS	0022 Review communications with J. Swarts re plan related discovery (.3); review plan-related documents (.9).	1.20
09/12/12	RAT	0022 Discuss deal matters with J. Smith.	0.50
09/12/12	MAG	0022 Tag confirmation response documents in Ringtail database to be produced to Swarts per R. Presa (4.0).	4.00
09/12/12	CT	0022 Prepare case documents for attorneys' review.	2.90
09/12/12	ML	0022 Prepare case documents for attorneys' review and production.	1.50
09/12/12	RJD	0022 Internal correspondence re discovery in connection with Swarts (.1, .1, .2); internal teleconferences re same (.2, .2).	0.80
09/12/12	EYP	0022 Efforts re Swarts discovery issues.	1.50
09/12/12	JBS	0022 Revise draft withdrawal letter for T-3 and related correspondence (.7); discuss with R. Testani (.5).	1.20
09/13/12	JLS	0022 Work on responses and objections to discovery requests.	2.00
09/13/12	SLS	0022 Communications re plan supplement documents (.2); review notice of publication of confirmation hearing notice (.1); communication to A.	1.40

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Beane re same (.1); prepare for confirmation hearing (1.0).	
09/13/12	BRK	0022 File Notice of Publication of confirmation hearing notice.	0.60
09/13/12	JFN	0022 Review emails re Swarts discovery (.1); review comments to response (.2, .1); review emails re sale process (.1).	0.50
09/13/12	RAT	0022 Discuss T-3 with J. Smith.	0.20
09/13/12	ARB	0022 Review responses to Swarts discovery requests (1.2) and correspondence to R. Presa re same (.2); correspondence with Miller Advertising re publication affidavits (.1); review same (.3); revise notice of publication (.8); prepare affidavits for filing (.2) and coordinate filing of same (.2). Tag documents in TSC Ringtail database re J. Swarts 2nd document request per R. Presa (7.0).	3.00
09/13/12	MAG	0022 Prepare case documents for attorneys' review.	7.00
09/13/12	ML	0022 Research response to discovery request.	2.50
09/13/12	STC	0022 Internal correspondence re discovery in connection with Swarts (.1, .2, .3); internal teleconferences re same (.2, .3); review draft responses and objections to Swarts discovery requests (.9).	2.70
09/13/12	RJD	0022 Internal correspondence re discovery in connection with Swarts (.1, .2, .3); internal teleconferences re same (.2, .3); review draft responses and objections to Swarts discovery requests (.9).	2.00
09/13/12	RJP	0022 Communication to J. Sorkin re Swarts discovery requests (.6); draft cover letter to Swarts (.5); revise responses and objections to Swarts requests (1.5); correspondence with Akin attorneys re same (.2); gather and review documents in response to same (.5); correspondence with Akin eDiscovery team (.2).	3.50
09/13/12	EYP	0022 Meet with D. Brandon (.5); efforts re plan issues (1.5).	2.00
09/13/12	EYP	0022 Review of Swarts discovery requests.	1.00
09/13/12	JBS	0022 Revise withdrawal request for Form T-3, including distribution to and call with J. Groff at the SEC, and Edgarized (.5); discuss with R. Testani (.2).	0.70
09/14/12	JLS	0022 Work on responses and objections to discovery requests.	1.00
09/14/12	RAT	0022 Review T-3 withdrawal request.	0.10
09/14/12	MAG	0022 Tag additional documents in Ringtail database per R. Presa in response to Swarts second document request (6.0).	6.00
09/14/12	CT	0022 Prepare case documents for production.	3.10
09/14/12	ML	0022 Prepare case documents for attorneys' review and production.	2.50
09/14/12	RJD	0022 Internal correspondence re discovery in connection with Swarts (.2, .2, .3); internal teleconferences re same (.2, .2); review draft responses and objections to Swarts discovery requests (.6).	1.70
09/14/12	SJC	0022 Communications with Blackstone re expert report.	0.50
09/14/12	RJP	0022 Review documents and prepare production in response to Swarts discovery requests (1); draft and revise responses and objections to same (1); correspondence with Akin attorneys re production and R&Os (.3); correspondence to C. Torres re production (.2).	2.50
09/14/12	EYP	0022 Efforts re plan supplement issues.	1.00
09/14/12	EYP	0022 Efforts re Swarts discovery issues.	2.00
09/14/12	JBS	0022 Finalize and file withdrawal request for Form T-3.	0.40
09/15/12	SJC	0022 Review correspondence from Blackstone re expert report draft.	0.30
09/16/12	SLS	0022 Review intercreditor agreement.	1.00
09/16/12	RJD	0022 Internal correspondence re discovery in connection with Swarts plan objection (.1, .2, .2).	0.50
09/16/12	SJC	0022 Review expert report draft (.3); review correspondence from D. Brandon re same (.2); review correspondence from J. Swarts re discovery (.2).	0.70
09/16/12	EYP	0022 Calls and review of documents related to Swarts discovery requests.	2.00
09/17/12	JLS	0022 Review correspondence from Swarts re discovery (.2); review filing by Swarts re discovery (.2); review and respond to correspondence re case (.2); conference with Akin Gump attorney re discovery responses (.1).	0.70
09/17/12	SLS	0022 Email to working group re intercreditor agreement (.1); review communication from J. Smith re same (.1); correspondence to A. Beane re confirmation order and brief (.3).	0.50
09/17/12	JFN	0022 Emails to A. Beane re confirmation order (.1); review emails re	0.30

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/17/12	ARB	0022	6.30
		comments to intercreditor agreement (.1, .1). Correspondence with lessee re plan supplement document (.1); correspondence with GCG re solicitation process (.2); review intercreditor agreement (.7) and correspondence to R. Troitsky re same (.1); prepare draft of confirmation order (5.2).	
09/17/12	CT	0022	2.10
09/17/12	STC	0022	3.30
09/17/12	SJC	0022	0.20
09/17/12	RJP	0022	1.00
		Conference and correspondence with eDiscovery professionals re document production to Swarts (.1); gather and review documents in preparation for additional production (.4); confer with C. Anderson and J. Tennant (Blackstone) re document productions and prepare for meeting with Swarts (.3); review correspondence from Swarts (.1); communication to/with J. Sorkin re same (.1).	
09/17/12	EYP	0022	2.00
09/17/12	EYP	0022	1.50
09/17/12	JBS	0022	3.00
		Review and mark-up of Intercreditor Agreement (2.8) and distribute to Akin team (.2).	
09/18/12	JLS	0022	1.30
		Review and respond to correspondence re discovery issues (.3); review draft report (1.0).	
09/18/12	SLS	0022	3.10
		Review marked confidentiality agreement (.2); telephone call with M. Snyder re exit facility (.2); review expert witness report (2.7).	
09/18/12	RVT	0022	0.20
09/18/12	ARB	0022	2.30
09/18/12	CT	0022	2.30
09/18/12	SJC	0022	0.40
		Telephone correspondence re intercreditor agreement. Continue preparing draft of confirmation order. Prepare case documents for production.	
09/18/12	RJP	0022	1.00
		Review correspondence re Swarts meeting with A. Preis (.3) and follow- up re same (.1). Manage and coordinate production of documents to J. Swarts (.5); correspondence to A. Preis re discovery issues (.3); review requests and R&Os in preparation for same (.2).	
09/18/12	EYP	0022	5.00
09/18/12	JBS	0022	1.10
09/19/12	JLS	0022	0.70
		Conference with Akin Gump attorney re discovery issues (.3); review and respond to correspondence re discovery issues (.4).	
09/19/12	SLS	0022	1.30
		Review draft redacted expert report in support of confirmation (.8); telephone call with Blackstone re same (.5).	
09/19/12	RVT	0022	1.80
		Review redlined version of Note Agreement and comments (.5); identify additional comments (.6); prepare/circulate mark-up of comments to intercreditor agreement (.2).	
09/19/12	BRK	0022	0.60
		Retrieve solicitation plan, disclosure statement, disclosure statement exhibits, and supplement and prepare for attorney review.	
09/19/12	JFN	0022	0.10
09/19/12	JFN	0022	0.10
09/19/12	ARB	0022	6.70
		Review emails re intercreditor agreement. Review emails re Perez meeting. Prepare draft confirmation order (4.2, .7, .7) and review plan and disclosure statement documents in connection with same (1.1).	
09/19/12	RJP	0022	0.20
09/19/12	EYP	0022	8.00
		Correspondence to A. Preis re document production to Swarts (.2). Prepare for and meet with Swarts (7.5); related follow-up with working group (.5).	
09/19/12	JBS	0022	1.20
09/20/12	JLS	0022	0.90
		Review of revised intercreditor agreement and related follow-up. Phone call with Akin Gump attorneys and advisors re meeting with Swarts (.5); review correspondence re discovery (.4).	
09/20/12	SLS	0022	0.70
		Telephone call with working group re Swarts meeting (.5); review correspondence from Swarts re amended discovery requests (.2).	
09/20/12	RVT	0022	0.40
09/20/12	JFN	0022	2.70
		Email/telephone correspondence re intercreditor agreement. Comments on draft confirmation order (2.3) and emails to A. Beane re same (.2, .2).	
09/20/12	RAT	0022	0.50
		Review issues re intercreditor agreement.	

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/20/12	ARB	0022 Continue preparing confirmation order (1.7) and confirmation brief (5.4); internal call re Swarts (.5); begin preparing confirmation chart (.7); correspondence with M. Snyder re intercreditor agreement (.2).	8.50
09/20/12	SJC	0022 Participate in call re discussions with Swarts (.5); monitor blogs of common shareholders (1); draft notice of publishing RKF report (.4); review and respond to correspondence re intercreditor agreement (.2).	2.10
09/20/12	RJP	0022 Teleconference with Akin attorneys (.2) re meeting with J. Swarts (.3).	0.50
09/20/12	EYP	0022 Call with D. Brandon re confirmation strategy.	1.00
09/20/12	EYP	0022 Follow-up to Swarts meeting.	1.00
09/20/12	EYP	0022 Efforts re inter creditor agreement.	1.00
09/20/12	JBS	0022 Finalize Intercreditor Agreement for distribution.	1.20
09/21/12	JLS	0022 Review correspondence re discovery issues.	0.20
09/21/12	BRK	0022 Redact Appendix D of the RKF report.	0.50
09/21/12	TS	0022 Prepare and ECF file notice re report by RKF Engineering Solutions.	0.40
09/21/12	ARB	0022 Revise confirmation order per comments of J. Newdeck (2); continue preparing confirmation brief and researching re same (3.6); correspondence to S. Crow and B. Kemp re redacting RKF report (.2); review and comment on notice of filing re same (.5).	6.30
09/21/12	RJD	0022 Internal correspondence re discovery in connection with Swarts plan objection (.2, .2, .3); internal teleconferences re same (.2, .3, .1).	1.30
09/21/12	SJC	0022 Review and revise notice of RKF report (.3); coordinate redaction of report (.2); coordinate posting with GCG (.3); monitor blog (.4); communications with staff re preparation for confirmation hearing (.2); review revised notice and redacted report for filing (.4); supervise filing and service of notice and correspondence with paralegal re same (.4).	2.20
09/21/12	EYP	0022 Various efforts related to redaction and filing of RKF report.	3.00
09/23/12	EYP	0022 Correspondence to Blackstone and S. Schultz re plan issues.	0.50
09/24/12	JLS	0022 Review and respond to correspondence re discovery issues and analyze production (.6); conference with Akin Gump attorney re discovery issue (1.3).	0.90
09/24/12	JFN	0022 Review various emails re issues re Swarts plan objection.	0.20
09/24/12	LC	0022 Prepare documents for attorneys' review, including processing production documents.	1.30
09/24/12	ARB	0022 Continue preparing confirmation brief (4.2) and research re same (2.6).	6.80
09/24/12	CT	0022 Prepare case documents for production.	1.80
09/24/12	SJC	0022 Communications to A. Beane re preparation for confirmation hearing (.3); review of claims eligible to receive notes under plan and communication to J. Smith re same (.7).	1.00
09/24/12	RJP	0022 Prepare documents for production to J. Swarts (.3); correspondence to A. Preis re same (.2).	0.50
09/24/12	EYP	0022 Various efforts re Swarts discovery requests (.7) and call with J. Sorkin re same (1.3).	2.00
09/24/12	JBS	0022 Follow-up on timing and status (.2); follow-up with D. Brandon re T-3 (.2); communication with S. Crow re expected noteholders information and process (.2).	0.60
09/25/12	JLS	0022 Review correspondence from Swarts (.2); review and respond to correspondence re discovery (.4); conference with Akin Gump attorney re discovery issue (.2).	0.80
09/25/12	ARB	0022 Correspondence with GCG re ballots (.2); correspondence with M. Snyder (.1) and G. Finizio (.1) re same; correspondence with Miller re publication affidavits (.1); incorporate S. Schultz comments to confirmation order (1.9); continue preparing and researching in connection with confirmation brief (5.3).	7.70
09/25/12	RJD	0022 Internal correspondence re discovery in connection with Swarts plan objection (.1, .2, .2); internal teleconferences re same (.2, .3).	1.00
09/25/12	SJC	0022 Communications re ballots and solicitation issues (.4).	0.40
09/25/12	RJP	0022 Teleconferences with P. Evans (.2) and A. Ambalavanan (.2) re Swarts	0.80

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		email discovery; correspond and confer with Akin attorneys re same (.4).	
09/25/12	EYP	0022 Efforts re confidentiality agreement.	1.50
09/25/12	EYP	0022 Prepare for Perez meeting.	1.00
09/25/12	JBS	0022 Revise and distribute Note Agreement (.2); draft letter to noteholders (2.0) and related correspondence to S. Crow (.2).	2.40
09/26/12	JLS	0022 Review filings by Swarts (.4); review and respond to correspondence re depositions and discovery (.3).	0.70
09/26/12	SLS	0022 Telephone call with M. Snyder re confirmation issues (.3); review and comment on notice of cure amounts (.5).	0.80
09/26/12	BRK	0022 Research various New York cases re publication of notices of entry of confirmation order and/or occurrence of the effective date.	0.80
09/26/12	JFN	0022 Emails re plan affidavits (.2); emails to A. Beane re same (.2).	0.40
09/26/12	ARB	0022 Correspondence to S. Crow re notice of cure claim amounts (.2) and review and comment on same (.6); research re notice by publication (.9) and correspondence with GCG (.2) and B. Kemp (.1) re same; review Ray Coburn filing (.6); continue revising confirmation order per comments of S. Schultz (3.8); continue preparing confirmation brief (2.3); correspondence with J. Vargas re executory contract (.2); correspondence to M. Snyder re ballots (.1).	9.00
09/26/12	SJC	0022 Communication to A. Beane re solicitation deadlines (.3); draft notice of cure claim amounts (.7).	1.00
09/26/12	EYP	0022 Correspondence re confidentiality agreement.	0.50
09/27/12	JLS	0022 Review and respond to correspondence re discovery issues in connection with confirmation.	0.20
09/27/12	SLS	0022 Communications re Perez meeting (.3); review communications from Swarts re plan confirmation (.3).	0.60
09/27/12	ARB	0022 Correspondence with GCG (.1, .1) and M. Snyder (.1) re ballots.	0.30
09/27/12	SJC	0022 Substantial communications with GCG re preferred stock ballots.	0.70
09/27/12	EYP	0022 Prepare for and meet with Perez.	4.00
09/27/12	EYP	0022 Review of transaction proposal.	1.00
09/27/12	EYP	0022 Call re confidentiality agreement.	0.50
09/27/12	EYP	0022 Review Swarts documents in preparation for confirmation.	1.50
09/28/12	JLS	0022 Review and respond to correspondence re discovery issues in connection with confirmation (.3); Analyze discovery issues (.3).	0.60
09/28/12	SLS	0022 Prepare for confirmation hearing.	1.00
09/28/12	JFN	0022 Review email re status of Swarts objection (.1); review emails re confirmation status (.1).	0.20
09/28/12	ARB	0022 Correspondence re confirmation order and brief.	0.20
09/28/12	RJD	0022 Internal correspondence re discovery in connection with Swarts plan objection (.1, .2, .3); internal teleconferences re same (.1, .2, .2).	1.10
09/28/12	SJC	0022 Review and revise contract counter-party notice and coordinate service of same.	0.30
09/28/12	RJP	0022 Review correspondence with J. Swarts re plan.	0.20
09/28/12	EYP	0022 Call with Swarts regarding plan related issues and related follow-up.	2.00
09/28/12	EYP	0022 Efforts re various confidentiality agreements and review of transaction proposal.	2.00
09/29/12	SLS	0022 Prepare for confirmation hearing.	1.00
09/29/12	SJC	0022 Communications with Akin team re preparation for confirmation hearing (.3).	0.30
09/13/12	SJC	0024 Review correspondence re call log from M. Schlappig.	0.20
08/23/12	ARB	0025 Travel from DC to NY (actual time - 7.0 hours).	3.50

Total Hours

435.40

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TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
H B JACOBSON	3.10	at	\$755.00	=	\$2,340.50
C M GORES	0.40	at	\$805.00	=	\$322.00
R A TESTANI	5.90	at	\$925.00	=	\$5,457.50
J L SORKIN	16.70	at	\$730.00	=	\$12,191.00
S L SCHULTZ	41.80	at	\$775.00	=	\$32,395.00
A PREIS	56.50	at	\$775.00	=	\$43,787.50
R V TROITSKY	3.20	at	\$650.00	=	\$2,080.00
W E CURTIS	21.90	at	\$560.00	=	\$12,264.00
J F NEWDECK	9.90	at	\$650.00	=	\$6,435.00
R J DONOHUE	13.10	at	\$570.00	=	\$7,467.00
J B SMITH	18.90	at	\$600.00	=	\$11,340.00
A R BEANE	107.10	at	\$450.00	=	\$48,195.00
S T CONWAY	6.00	at	\$380.00	=	\$2,280.00
S J CROW	48.40	at	\$370.00	=	\$17,908.00
R J PRESA	23.00	at	\$400.00	=	\$9,200.00
J J IM	0.50	at	\$575.00	=	\$287.50
L CHAU	1.30	at	\$230.00	=	\$299.00
C TORRES	12.20	at	\$230.00	=	\$2,806.00
M LEONARD	6.50	at	\$220.00	=	\$1,430.00
B R KEMP	16.50	at	\$215.00	=	\$3,547.50
T SOUTHWELL	0.40	at	\$235.00	=	\$94.00
D KRASA-BERSTELL	3.10	at	\$235.00	=	\$728.50
M A GYURE	19.00	at	\$250.00	=	\$4,750.00

Current Fees

\$227,605.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Other	\$282.91
Computerized Legal Research - Westlaw	\$292.55
Corporate Service Fees	\$1,626.61
Courier Service/Messenger Service- Off Site	\$211.31
Court Cost	\$107.00
Duplication - In House	\$86.60
Meals - Business	\$112.64
Audio and Web Conference Services	\$6.82
Telephone - Long Distance	\$172.00
Transcripts	\$2,232.81
Travel - Airfare	\$2,188.60
Travel - Ground Transportation	\$610.91
Travel - Lodging (Hotel, Apt, Other)	\$1,186.77

Current Expenses

\$9,117.53

Total Amount of This Invoice**\$236,722.53**

Akin Gump

Strauss Hauer & Feld LLP

TERRESTAR NETWORKS
ATTN: DOUGLAS BRANDON
ONE DISCOVERY SQUARE
12010 SUNSET HILLS ROAD
SUITE 600
RESTON, VA 20190

Invoice Number 1454451
Invoice Date 11/27/12
Client Number 688669
Matter Number 0004

Re: TSC POSTPETITION

FOR PROFESSIONAL SERVICES RENDERED THROUGH 10/31/12 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	42.70	\$15,734.00
0003	Akin Gump Fee Application/Monthly Billing Reports	21.00	\$9,637.50
0004	Analysis of Other Professionals Fee Applications/Reports	2.50	\$755.00
0008	Court Hearings	104.10	\$42,055.00
0009	Financial Reports and Analysis	3.70	\$1,536.50
0010	DIP, Cash Collateral Usage and Exit Financing	3.00	\$1,675.00
0012	General Claims Analysis/Claims Objections	28.20	\$16,069.00
0017	General Adversary Proceedings/Litigation Matters	0.20	\$146.00
0018	Tax Issues	8.20	\$4,595.00
0022	Plan/Disclosure Statement/Solicitation and Related Documentation	424.80	\$213,737.00
0025	Travel Time	8.25	\$5,980.50
	TOTAL	646.65	\$311,920.50

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/01/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
10/01/12	DKB	0002 Review and organize case file in preparation for archiving.	0.80
10/08/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
10/09/12	RVT	0002 Reviewed email correspondence (.3); correspondence intercreditor comments to J. Smith (.4).	0.70
10/10/12	ISD	0002 Review CRO retentions.	0.90
10/10/12	ARB	0002 Prepare notice of filing re Perez documents (.4); correspondence re website updates (.2).	0.60
10/10/12	SJC	0002 Monitor common shareholder blogs (1.1)	1.10
10/11/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
10/12/12	DKB	0002 Review, organize and update case file.	0.60
10/15/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
10/15/12	BRK	0002 Update case calendar.	0.20
10/15/12	STC	0002 Communication with S. Schultz regarding status of bankruptcy (.2); draft emails to A. Beane and S. Crow on same (.2).	0.40
10/16/12	JLS	0002 Review and respond to correspondence regarding Perez appeal.	0.30
10/16/12	RJP	0002 Research legal issues in connection with Perez appeal (1.5); monitor docket for filings in same (.1); correspondence with Akin Gump attorneys. re appeal (.4).	2.00
10/17/12	RJP	0002 Research case law in connection with Perez appeal (1); review correspondence re same (.2).	1.20
10/18/12	JLS	0002 Analyze issues regarding Perez appeal (.3); review correspondence regarding Perez appeal (.2).	0.50
10/18/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
10/18/12	DKB	0002 Review and organize case file in preparation for archiving.	1.20
10/18/12	RJP	0002 Research motion to dismiss for failure to prosecute (2.5); correspondence with Akin attorneys re Perez appeal (.2); confer with J. Sorkin re same (.1).	2.80
10/19/12	JLS	0002 Review and respond to correspondence regarding Perez appeal.	0.20
10/19/12	RJP	0002 Teleconference to J. Abrams' clerk (.2); correspondence to J. Sorkin re same (.2); review objection filed by Perez (.2); monitor SDNY docket for filings in Perez appeal (.2).	0.80
10/22/12	ARB	0002 Review investor blogs re case traffic.	0.30
10/22/12	RJP	0002 Monitor SDNY docket for filings in Perez appeal (.1).	0.10
10/23/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
10/23/12	DKB	0002 Review and update transcripts file (.5); correspondence to S. Crow re status (.1); review and organize case file in preparation for archiving (1.3).	1.90
10/23/12	RJP	0002 Correspondence to J. Sorkin re Perez appeal (.1); confer with S. Crow re same (.1); pull Elektrobit documents and email to S. Crow (.2); monitor SDNY docket for filings in Perez appeal (.1).	0.50
10/24/12	DKB	0002 Review and organize case file in preparation for archiving.	2.60
10/24/12	MAG	0002 Organize hearing materials per R. Presa and send selected items to outside storage.	3.00
10/24/12	RJP	0002 Outline motion to dismiss appeal for failure to prosecute (1); research legal issues in connection with same (3).	4.00
10/25/12	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
10/25/12	DKB	0002 Review and update transcripts file (.6); Update the status (.1); review and organize file in preparation for archiving (.7).	1.40
10/25/12	RJP	0002 Research legal issues and draft outline for motion to dismiss Perez appeal (2).	2.00
10/26/12	JLS	0002 Conference with Akin Gump attorneys regarding motion to dismiss appeal.	0.50
10/26/12	MAG	0002 Organize attorney post confirmation hearing files and create index re same (4.5).	4.50

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/26/12	RJP	0002 Correspondence to J. Sorkin re Perez appeal motion to dismiss (.3); research and outline legal issues in connection with same (1); correspondence with Akin attorneys re same (.2).	1.50
10/29/12	BRK	0002 Update case calendar.	0.20
10/29/12	ARB	0002 Correspondence with litigation team re Perez appeal.	0.20
10/29/12	RJP	0002 Revise outline of Perez appeal motion to dismiss (1.5); research legal issues in connection with same (.5); draft correspondence to Akin attorneys re outline (.3).	2.30
10/30/12	SLS	0002 Review outline for motion to dismiss Perez appeal.	1.00
10/30/12	RJP	0002 Correspondence with Akin attorneys re Perez motion to dismiss (.3).	0.30
09/11/12	ARB	0003 Review and comment on fee schedule (1.6); prepare monthly fee statement (2.6).	4.20
10/07/12	SJC	0003 Review and revise prebill with respect to task coding and privilege.	2.20
10/09/12	SJC	0003 Review and revise prebill with respect to task coding and privilege.	1.30
10/15/12	ARB	0003 Review and comment on monthly invoice.	1.70
10/16/12	ARB	0003 Further review of monthly invoice re task coding and redaction issues (1.5); correspondence to S. Schultz re same (.1).	1.60
10/17/12	ARB	0003 Prepare monthly fee statement (2.2, 1.4, 1.3).	4.90
10/21/12	ARB	0003 Revise monthly fee statement.	0.90
10/22/12	SLS	0003 Review attachment to monthly fee statement (1.5); review monthly fee statement (.5).	2.00
10/22/12	DKB	0003 Correspondence to A. Beane re filing of monthly fee statement (.1); review and prepare the above for filing (.3); effect the above (.2); draft status email for attorneys (.1).	0.70
10/22/12	ARB	0003 Revise monthly fee statement per comments of S. Schultz (.8) and revise final version of same (.3).	1.10
10/22/12	SJC	0003 Review exhibits to monthly fee application.	0.40
10/01/12	ARB	0004 Review and comment on Blackstone monthly fee statement.	0.20
10/02/12	SJC	0004 Review and comment on Deloitte invoice (.4); review and comment on Blackstone invoice (.4).	0.80
10/08/12	BRK	0004 File July fee statement of Deloitte Tax.	0.60
10/08/12	BRK	0004 File August fee statement of Blackstone Advisory.	0.60
10/08/12	SJC	0004 Coordinate filing and service of Deloitte and Blackstone fee statements.	0.30
10/01/12	ARB	0008 Review and comment on agenda for hearing.	0.30
10/02/12	BRK	0008 Prepare ebinder regarding October 10 hearing.	1.70
10/03/12	BRK	0008 Assist with preparation of hearing materials.	0.40
10/04/12	BRK	0008 Coordinate with Court Call regarding telephonic appearance of A. Beane at October 10 hearing.	0.20
10/04/12	BRK	0008 Prepare binders for October 10 hearing.	2.00
10/05/12	BRK	0008 File Agenda regarding October 10, 2012 hearing.	0.30
10/05/12	DKB	0008 Correspondence to S. Crow re preparation for the confirmation hearing (.2); review and update court binders (1.2); prepare notebooks to be sent to court (.5); effect the same (.3); review recently filed related pleadings (.3); prepare sets thereof (.7); assist with preparation of additional hearing materials (1); correspondence to R. Presa re preparation of materials for hearing (.2); Work on same (.9); confer with attorney re status (.1).	5.40
10/08/12	DKB	0008 Correspondence to S. Crow re preparation for confirmation hearing (.2); Work on logistics thereof (.3); review and organize additional materials for hearing (1.6); confer with attorneys re status (.2); review additional materials for hearing (.4).	2.70
10/08/12	MAG	0008 Create binder of all confirmation hearing exhibits to be used by J. Swarts per R. Presa (5.0); create confirmation hearing review binder for D. Brandon per R. Presa (3.5).	8.50
10/09/12	DKB	0008 Review and organize confirmation hearing materials (.7); update hearing notebooks for S. Schultz (1.2); update Swarts hearing notebooks (1.1); review and organize additional materials for hearing (.8);	4.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/09/12	ARB	0008 communication to S. Schultz re status and preparation (.2). Correspondence to S. Schultz in connection with preparations for hearing (.5); correspondence to S. Crow, D. Krasa-Berstell and M. Gyure re preparations for hearing (.4).	0.90
10/09/12	MAG	0008 Prepare documents for hearing per S. Schultz (4.0); prepare documents for D. Brandon review per R. Presa (4.0); prepare additional documents re Swarts Objection in preparation for Confirmation Hearing (3.0).	11.00
10/10/12	JLS	0008 Prepare for and attend confirmation hearing.	7.40
10/10/12	SLS	0008 Prepare for (2.0) and attend (4.3) confirmation hearing; related follow-up communications with preferreds (.5).	6.80
10/10/12	JWM	0008 Assist attorneys at confirmation hearing.	2.10
10/10/12	JFN	0008 Correspondence to A. Beane re confirmation hearing (.2); review emails re same (.1, .1); telephonic participation in confirmation hearing (3.6, .8); follow-up correspondence to A. Beane re same (.2).	5.00
10/10/12	ARB	0008 Prepare for (2.5) and participate telephonically in (3.3, .8) confirmation hearing.	6.60
10/10/12	ARB	0008 Review and comment on summary of hearing (.3).	0.30
10/10/12	MAG	0008 Prepare additional binders for confirmation hearing (3.0); create additional exhibits re same (4.0); Logistics re same (.5).	7.50
10/10/12	SJC	0008 Attend hearing telephonically (3.5, .7).	4.20
10/10/12	RJP	0008 Prepare for confirmation hearing (1.0); attend same (5.7); follow-up tasks (1.3).	8.00
10/10/12	EYP	0008 Prepare for confirmation hearing (2.0); attend confirmation hearing (4.5); related follow-up thereto (.3).	6.80
10/19/12	MAG	0008 Organize and index all binders used at hearing and previous depositions (8.5).	8.50
10/24/12	DKB	0008 Prepare word version of confirmation hearing transcript for court (.4); confer with attorney re status (.1).	0.50
10/25/12	ARB	0008 Call with chambers re omnibus hearing schedule (.2) and correspondence re same (.1).	0.30
10/26/12	BRK	0008 Draft Notice of Rescheduled Omnibus Hearing relating to November 14 hearing.	0.80
10/29/12	SLS	0008 Review hearing notice (.4).	0.40
10/29/12	BRK	0008 File Notice of Rescheduled Omnibus Hearing Date.	0.60
10/29/12	ARB	0008 Review and revise draft omnibus hearing notice (.5) and correspondence to B. Kemp (.1) and S. Schultz (.1) re same.	0.70
10/29/12	SJC	0008 Coordinate service of notice of rescheduled omnibus hearing.	0.20
10/05/12	BRK	0009 Retrieve August 2012 operating report.	0.30
10/15/12	SJC	0009 Review correspondence among A. Beane and Blackstone re operating reports.	0.20
10/21/12	ARB	0009 Prepare monthly operating report	1.30
10/22/12	SLS	0009 Review monthly operating report.	0.40
10/22/12	DKB	0009 Correspondence to A. Beane re filing of monthly operating report (.1); review and prepare the above for filing (.3); effect the above (.2); draft status email for attorneys (.2).	0.80
10/22/12	ARB	0009 Call with J. Tennant re monthly operating report (.2) and correspondence re same (.1); revise monthly operating report (.2) and correspondence to D. Brandon re same (.1).	0.60
10/23/12	ARB	0009 Correspondence with J. Im re monthly operating report.	0.10
10/15/12	ARB	0010 Correspondence to J. Im re DIP.	0.20
10/17/12	ARB	0010 Correspondence to J. Im re DIP.	0.20
10/17/12	JJI	0010 Correspondence re variance report (.4); coordinate execution of certificate (.1).	0.50
10/22/12	JJI	0010 Draft TSC bridge payoff letter.	2.10
10/01/12	ARB	0012 Call with chambers re Swarts motion to expedite reconsideration of order denying claim (.2) and correspondence to team re same (.1); create timeline in connection with Swarts claim objection and motion for	0.80

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/01/12	SJC	0012 reconsideration (.5).	0.60
10/02/12	BRK	0012 Correspondence to A. Beane re Swarts motion to shorten (.2); call with chambers re same (.2); follow-up communications with Akin team (.2).	0.60
10/02/12	ARB	0012 File Notice of Filing Documents Submitted by J. Swarts.	0.50
10/09/12	SLS	0012 Revise timeline re Swarts claim objection and motion for reconsideration.	8.40
10/09/12	MAG	0012 Communications to J. Smith (.2) and M. Snyder (.3) regarding intercreditor agreement; communications with CJ Brown regarding same (.1); review multiple revisions of supplement to S. Zelin affidavit (.1, .2, .1); preparation for confirmation hearing (6.0); meeting with D. Brandon, regarding confirmation hearing (.5); telephone call with M. Snyder regarding confirmation order (.3); telephone call with M. Snyder regarding insider payments post-effective date (.2); review notice disclosing same (.2); communications with S. Conway regarding FCC application (.2).	1.00
10/12/12	JLS	0012 Update Confirmation Hearing binders per S. Schultz (1.0).	0.30
10/12/12	BRK	0012 Review and analyze issues and associated correspondence from Swarts.	0.80
10/12/12	SJC	0012 Retrieve and forward settlement agreements of Sprint and Jeffries to S. Schultz.	0.70
10/12/12	RJP	0012 Review correspondence from J. Swarts re discovery on claim reconsideration (.3); communication to R. Presa re same (.4).	1.00
10/15/12	JLS	0012 Review correspondence from J. Swarts (.3); communications with Akin attorneys re same (.7).	1.00
10/15/12	SLS	0012 Review and analyze issues in connection with request from Jeff Swarts (.5); prepare for and participate in phone call with Swarts (.5).	0.30
10/15/12	SJC	0012 Telephone call with J. Swarts, regarding allegation regarding Jefferies claim and request to reconsider Swarts claim (.3).	1.00
10/15/12	RJP	0012 Review correspondence from J. Swarts and A. Preis re motion for reconsideration of claim (.2, .2., .1, .1); communications to A. Beane and S. Schultz re same (.2); communication to litigation team re same (.2).	3.50
10/15/12	EYP	0012 Review correspondence from shareholders (.3); review Swarts motion for reconsideration (1); review previous filings and conduct research in preparation to draft response (2); correspondence with Akin attorneys re same (.2).	1.00
10/21/12	SLS	0012 Call with Swarts correspondence (.4); correspondence with Swarts (.6).	0.80
10/21/12	ARB	0012 Review Swarts revised reconsideration motion.	3.00
10/21/12	SJC	0012 Review documents submitted by Swarts re motion for reconsideration of claim (2.1); prepare list of exhibits re same (.9).	0.60
10/22/12	JLS	0012 Review numerous communications from J. Swarts re amended motion for reconsideration (.4) and internal communications re same (.2).	0.20
10/22/12	RJP	0012 Review correspondence regarding filings by Swarts.	0.30
10/26/12	SLS	0012 Review correspondence between J. Swarts and Akin attorneys regarding reconsideration (.3).	1.50
10/27/12	JFN	0012 Review Swarts amended motion for reconsideration (1.5).	0.30
10/29/12	JLS	0017 Review amended motion to reconsider (.2); circulate same (.1).	0.20
10/03/12	HBJ	0018 Review and respond to correspondence regarding motion to dismiss appeal.	0.40
10/05/12	HBJ	0018 Start considering impact of unified loss regulations on amount of loss to be recognized (.3); email M Schlappig (Blackstone) re same (.1).	0.60
10/05/12	SLN	0018 Follow up on tax loss issues for Blackstone at confirmation and Deloitte revisions/emails (.3); review impact of exchange of claim for interest in Motient Communications, analyze consequences and send email summary to Deloitte for views (.3).	0.10
10/08/12	HBJ	0018 Correspondence to S. Crow re restructuring tax issue.	0.20
10/08/12	SLN	0018 Follow-up on tax slide with S. Naegel and S. Tarrant.	2.70
		0018 Review ownership chart, structuring issues, and powerpoint slides (2.6);	

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November 27, 2012

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/10/12	HBJ	0018	0.20
10/10/12	SJC	0018	0.90
10/11/12	HBJ	0018	0.40
10/12/12	SLN	0018	1.40
10/15/12	HBJ	0018	0.50
10/15/12	SLN	0018	0.70
10/23/12	HBJ	0018	0.10
10/01/12	JLS	0022	1.80
10/01/12	JWM	0022	2.40
10/01/12	JFN	0022	0.20
10/01/12	ARB	0022	9.70
10/01/12	STC	0022	0.50
10/01/12	RJP	0022	1.30
10/02/12	JLS	0022	4.20
10/02/12	SLS	0022	3.80
10/02/12	HBJ	0022	0.10
10/02/12	BRK	0022	0.60
10/02/12	ARB	0022	7.00

teleconference with I. Rosenblatt re restructuring transactions (.1).
Follow-up emails with Deloitte on finalizing pre-emergence restructuring and tax consequences.

Review correspondence from Deloitte re restructuring tax issue (.2); follow-up correspondence to S. Schultz (.1), I. Rosenblatt (.1), J. Smith (.1), and A. Beane (.1) re same; follow-up correspondence with Deloitte (.2).

Series of emails with Akin and Deloitte teams re tax aspects of restructuring, final adjustments and timing of closing.

Review restructuring tax issues.

Prepare for and call with Deloitte re restructuring timing and issues.

Teleconference with Deloitte re restructuring tax issues.

Telephone L. Horton re filing Form 8918.

Review and respond to correspondence re issues in connection with confirmation (.7); prepare for depositions (.5); address discovery issues (.6).

Research regarding Swarts issue.

Review various emails re status of confirmation documents.

Calls and correspondence with M. Snyder re ballots (.2); call with GCG re same (.3); review and comment on draft voting certification (.3) and call with GCG re same (.2); prepare Brandon confirmation declaration (.5) and S. Zelin confirmation declaration (3.1); revise proposed confirmation order (2.2); continue preparing confirmation brief (2.9).

Research on ownership in connection with confirmation.

Review correspondence from Swarts (.3); correspondence with Akin attorneys re same (.3); correspondence with eDiscovery regarding Urchin script (.2); numerous communications with Akin attorneys. (.5).

Review filing by Swarts re discovery (.8); review and respond to correspondence re discovery issues (1.0); communications with Akin Gump attorneys re discovery issues and confirmation hearing prep (.7); communications with advisors re discovery issues and confirmation hearing prep (.8); confer with Akin Gump attorney re response to Swarts and deposition prep (.5); review correspondence from Perez to court (.4). Communication to A. Preis regarding Swarts confirmation objections (.1, .1, .2); begin to review recent Perez objection (.2); communication to J. Sorkin regarding confirmation related issues (.3); telephone call with Akin Gump attorneys regarding same (.5); telephone call with Akin and Blackstone working groups regarding preparation for confirmation hearing (.8); review numerous communications between A. Preis and J. Swarts regarding confirmation related discovery (.5); review confirmation chart (.5); communication to A. Beane regarding same (.1); review S. Zelin confirmation affidavit (.4); communication to A. Beane regarding same (.1).

Emails with M. Schlappig, CJ Brown, S. Tarrant and G. Anderson re 2012 NOLs for restructuring.

File Notice of Filing Plan Supplement.

Review additional Perez filing in response to confirmation (.4); correspondence with M. Snyder re disclosure of directors of Reorganized TSC in connection with plan supplement (.2); correspondence with M. Snyder re ballots (.2) and calls with GCG re same (.1, .2); revise Brandon confirmation declaration (.6); review and comment on voting certification (.4); call with GCG re same (.2) and internal correspondence re same (.2); continue preparing confirmation brief (.9, 1.7); revise and update chart of responses to confirmation (.9); revise S. Zelin confirmation declaration (.8); review and comment on notice of filing re documents filed by Swarts in connection with confirmation (.2).

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/02/12	STC	0022 Research on future ownership issue with respect to confirmation.	0.50
10/02/12	SJC	0022 Prepare materials for contested confirmation hearing (5.5); communications re Blackstone expert report (.3).	5.80
10/02/12	RJP	0022 Gather and prepare documents for Swarts deposition (.5); correspondence to M. Gyure re same (.2); correspondence to J. Sorkin to discuss Swarts discovery (.4); draft and revise correspondence to Swarts re same (1.3); correspondence to J. Ma re affidavit (.2).	2.60
10/02/12	EYP	0022 Internal call re confirmation issues and preparation.	0.50
10/02/12	EYP	0022 Call with Blackstone re confirmation.	0.80
10/02/12	EYP	0022 Various correspondence with Swarts re confirmation.	1.20
10/02/12	EYP	0022 Various efforts regarding discovery.	0.80
10/02/12	EYP	0022 Various discussions with D. Brandon regarding confirmation.	0.50
10/02/12	JBS	0022 Follow-up with S. Schultz regarding confirmation.	0.10
10/03/12	JLS	0022 Review documents in preparation for deposition (1.5); review and respond to correspondence re case (.7); review and analyze expert report (1.5).	3.70
10/03/12	SLS	0022 Communications with working group regarding confirmation related matters (.2, .1, .3, .2); communications to A. Beane regarding voting certification (.2, .2); review and revise confirmation objection chart (1.0); review and revise voting certification (.5); communications to D. Staber regarding same (.5); revise affidavit in support of confirmation (1.5); prepare for confirmation hearing (2.7); telephone call with Blackstone regarding valuation report (.3); review confirmation brief (1.2); communication to A. Beane regarding same (.1).	9.00
10/03/12	SLS	0022 Prepare for confirmation hearing (.5).	0.50
10/03/12	JFN	0022 Review emails re Spectrum bid.	0.20
10/03/12	JFN	0022 Review confirmation hearing documents (.2); review status of same (.1).	0.30
10/03/12	ARB	0022 Continue preparing S. Zelin confirmation declaration (6.9); revise and update chart of responses filed to confirmation (.6); coordinate revisions to voting certification (1.9); continue preparing confirmation brief (6.1).	15.50
10/03/12	MAG	0022 Create deposition prep binder for S. Zelin deposition (2.0) create searches in Ringtail re Swarts Production and S. Zelin (3.0) Print all documents and put in chronological order re same (2.0).	7.00
10/03/12	CT	0022 Prepare case documents for Attorneys' Review.	2.10
10/03/12	SJC	0022 Draft chart for 1129 purposes (5.5); prepare documents for confirmation hearing (1.8).	7.30
10/03/12	RJP	0022 Communication to J. Sorkin regarding discovery tasks and comments to documents (1); draft and revise correspondence to J. Swarts regarding discovery obligations and document production (4.5); draft and revise J. Ma Declaration (1); correspondence to A. Preis re discovery and comments to documents (.5); numerous teleconferences. with Akin attorneys re discovery and deposition prep (.5); prepare responses and objections to Perez document requests (.5); manage and coordinate productions of documents to Swarts and Perez (.5); review email correspondence with Swarts (.5).	9.00
10/04/12	JLS	0022 Review and revise correspondence to Swarts (1.0); confer with Akin Gump attorneys re case and response to Swarts (.8); review and respond to correspondence re case (.3); Work on pleadings in connection with confirmation (1.4); prepare for depositions (.8); Work on response to Perez discovery requests (.8).	5.10
10/04/12	SLS	0022 Review and comment on revised affidavit in support of confirmation (.3); communications to A. Beane regarding same (.1); review J. Ma affidavit (.2); communication to R. Presa regarding same (.1); revise confirmation brief (4.0); review revised confirmation order (.2); telephone call with M. Snyder regarding selection of CEO (.2); review comments to confirmation brief (.4); prepare for confirmation hearing (1.9).	7.40

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/04/12	HBJ	0022 Review Blackstone Tax slide re confirmation (.2); call with M. Schlappig regarding same (.1).	0.30
10/04/12	ILR	0022 Communications to S. Crow regarding the upcoming confirmation and effectiveness of the plan and related next steps (.4); emails with S. Crow regarding same (.4).	0.80
10/04/12	JFN	0022 Review email from Swarts re scheduled deposition and response email (.1); review letter to Swarts re discovery request issues (.2); review follow-up email (.1); review A. Preis comments to Brandon declaration (.1); review voice mails re confirmation hearing (.2).	0.70
10/04/12	ARB	0022 Revise S. Zelin confirmation declaration (.8, .4) and correspondence to Blackstone and Akin teams re same (.1, .1); review S. Zelin expert report in connection with preparation of declaration (1.3); revise Brandon confirmation declaration (.8) and correspondence to Blackstone and Akin teams re same (.1, .1); revise confirmation brief (1.2, 2.5, 1.5, .9); revise proposed confirmation order (.4); review J. Ma declaration in connection with confirmation (.2); revise chart of responses to confirmation (1.4); correspondence to B. Kemp re Swarts exhibits (.2).	12.00
10/04/12	MAG	0022 Prepare all filings by Swarts on TSC docket in preparation for upcoming confirmation related depositions (6.0); highlight relevant transcripts per R. Presa (2.0).	8.00
10/04/12	CT	0022 Prepare case documents for production.	2.80
10/04/12	MSM	0022 Correspondence to I. Rosenblatt and S. Crow re post-petition checklist and corporate governance requirements, including corporate documents (.2); review corporate documents submitted with the plan supplement (.3).	0.50
10/04/12	SJC	0022 Communications with M. Snyder and internally re new officers (.2, .1); review correspondence re Swarts discovery requests and follow up (.7); prepare materials for contested confirmation hearing, including review of numerous documents and communications re same (4.5); several communications with corporate team re restructuring transactions and closing issues (.2, .2, .1).	6.00
10/04/12	RJP	0022 Prepare and send correspondence to J. Swarts (.5); review correspondence between Swarts and Akin attorneys (.3); prepare documents for Swarts depositions (.5); communications to J. Sorkin, A. Preis, and S. Crow re discovery issues (.5); prepare responses and objections to Perez documents requests (1.5); prepare cover letter to Perez (.2); manage and coordinate document production to Perez (1); correspondence to C. Torres re same (.3); revise J. Ma Declaration (.2); correspondence to J. Ma re same (.2).	5.20
10/04/12	EYP	0022 Review Brandon affidavit (.5); review S. Zelin affidavit (.5); review confirmation brief (1.3); Efforts re confirmation litigation (.5); calls with D. Brandon (1.2).	3.00
10/04/12	JJI	0022 Draft officer's certificates.	0.20
10/04/12	JBS	0022 Communications to S. Crow about status/next steps and related follow-up.	0.50
10/05/12	JLS	0022 Review and revise draft confirmation brief (2.0); review and respond to correspondence re case (.4).	2.40
10/05/12	SLS	0022 Prepare for confirmation hearing (2.5); review revisions to S. Zelin affidavit (.4, .2); review confirmation order (1.5); telephone call with M. Snyder regarding confirmation brief (.3); review confirmation objection chart (1.0); telephone call with M. Snyder regarding confirmation related issues (.3, .3); telephone call with G. Davis regarding same (.3); telephone call with G. Davis and preferreds regarding same (.2).	7.00
10/05/12	BRK	0022 File Memorandum of Law in Support of Confirmation of Third Amended Joint Plan.	0.30
10/05/12	ARB	0022 Review confirmation brief (1.7, 2.2, .6); revise S. Zelin confirmation declaration (.7, .8, .3); correspondence with Blackstone re expert report	9.70

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		in connection with same (.2); revise Brandon confirmation declaration (.5); finalize documents in support of confirmation for filing (.6) and coordinate filing of same (.2); communication to S. Schultz re revisions to proposed confirmation order (.2); revise order (1.1); correspondence to M. Snyder re same (.1); call chambers re Swarts correspondence in connection with confirmation hearing (.2); review and comment on list of Swarts exhibits (.2) and correspondence to Akin team re same (.1).	
10/05/12	MAG	0022 Prepare binder of Swarts documents for upcoming confirmation hearing per R. Presa (2.0).	2.00
10/05/12	SJC	0022 Review confirmation brief and several versions of accompanying affidavits (2.1); prepare materials for contested confirmation hearing (1.8); review and revise 1129 summary chart (.5); coordinate with paralegal's re court hearing binders (.3); coordinate with GCG re service of confirmation brief and other documents (.2); draft letter to pro se claimants re confirmation hearing (.3); review and revise cover letter to noteholders (.2); review several communications re expert reports (.1, .1, .1).	5.70
10/05/12	RJP	0022 Prepare J. Ma Declaration for filing (.3); prepare document production and responses and objections to Perez discovery requests for delivery to Perez (.2); review Swarts filings in prep. for confirmation hearing (.5).	1.00
10/05/12	EYP	0022 Prepare for confirmation hearing.	3.00
10/05/12	JJI	0022 Call with Wachtell (.2); coordinate delivery of various reports and certificates (.3).	0.50
10/05/12	JBS	0022 Communication to S. Schultz on plan status.	0.10
10/06/12	RAT	0022 Review revised draft of note agreement and providing comments to J. Smith.	0.80
10/06/12	SJC	0022 Review and respond to several communications among Akin team and J. Swarts re discovery (.4); review correspondence re comments to confirmation order (.1); review correspondence re expert report from Blackstone (.1).	0.60
10/06/12	EYP	0022 Review and comment on draft confirmation order.	1.00
10/06/12	EYP	0022 Various correspondence and call re confirmation.	0.30
10/07/12	SJC	0022 Review communications re Swarts discovery (.3); review correspondence re potential sale transaction (.1, .2).	0.60
10/07/12	EYP	0022 Various calls and correspondence re confirmation.	1.00
10/08/12	JLS	0022 Review and respond to correspondence regarding confirmation hearing.	0.60
10/08/12	SLS	0022 Review recently submitted Swarts materials (1.5); communication to R. Presa regarding same (.3); preparation for confirmation hearing (3.5); call with I. Rosenblatt regarding restructuring transaction (.3); review plan modifications (.4); correspondence to A. Beane regarding same (.1); correspondence to S. Conway regarding FCC application (.2); follow-up communication to A. Beane regarding same (.1); call with working group regarding comments to intercreditor agreement (.5); calls with M. Snyder regarding confirmation related documents (.3, .2).	7.40
10/08/12	ISD	0022 Review and analyze confirmation issues and resolution.	1.00
10/08/12	RVT	0022 Reviewed revised draft of intercreditor agreement (1.3); call with Akin attorneys re revisions (.2).	1.50
10/08/12	JWM	0022 Prepare equipment for hearing.	0.60
10/08/12	ILR	0022 Meetings with M. Miller to discuss background, status and next steps (1.0); several internal phone calls to discuss the various aspects of the plan confirmation and effectiveness (1.2); review and mark up various documents relating to the subsidiary mergers and other internal reorganizations (1.3); emails with M. Miller regarding the reorganizations (.5).	4.00
10/08/12	DFP	0022 Analyze closing costs for filings and corporate materials (.7); draft Certificates of Merger, Certificate of Conversion and Certificate of Formation (1.8).	2.50

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/08/12	BRK	0022 Prepare list and assemble exhibits received from J. Swarts on October 8.	1.20
10/08/12	JFN	0022 Review various emails re Swarts objections (.2); review various emails re confirmation (.2); email re preferred holdings (.1); follow-up re same (.1); review emails re confirmation order (.1); review expression of interest (.1) and review email re same (.1).	0.90
10/08/12	RAT	0022 Review initial draft of intercreditor agreement.	0.40
10/08/12	ARB	0022 Prepare documents for confirmation hearing.	0.30
10/08/12	ARB	0022 Revise proposed confirmation order (2.1, 1.4); prepare supplemental S. Zelin confirmation declaration (2.2); revise plan with non-material modifications (2.1); correspondence re same (.1, .1); research re same (.3); review plan supplement documents in connection with same (.2) and correspondence to S. Conway re same (.2).	8.70
10/08/12	CT	0022 Prepare case documents for production.	1.70
10/08/12	STC	0022 Review and respond to emails from A. Beane and S. Schultz regarding process for filing FCC applications (1.0); review notes on same (3.9); communication to S. Schultz on same (.4); communication to A. Beane on same (.7); review previously submitted FCC applications (1.1).	7.10
10/08/12	MSM	0022 Review and revise closing checklist and plan supplements (2.3); confer with I. Rosenblatt re status of case (.4); prepare revised restructuring and organizational chart (.6); calls with I. Rosenblatt (.6); review and analyze corporate governance documents for TSC (1.9); prepare final form of Stockholders Agreement, Registration Rights Agreement, Certificate of Incorporation and Bylaws (2.8); draft LLC Agreement and conversion documents for LLC converting corporation (2.1); draft Agreement and Plan of Merger and Certificate of Merger (.9).	11.60
10/08/12	SJC	0022 Review numerous emails from J. Swarts re confirmation hearing (.8); internal correspondence re same (.2); calls with corporate team re confirmation timeline and closing (.2, .2, .2); review emails from J. Swarts re confirmation hearing (.4); review 41 exhibits forwarded by J. Swarts and coordinate preparation of binders for same (4.3); review and revise 1129 summary chart (1); correspondence re revised plan (.2); circulate revised plan to client and to WLRK (.2); call with M. Snyder re comments to plan (.2); follow-up re same (.4); review several communications re potential sale (.3).	8.60
10/08/12	RJP	0022 Gather and prepare documents in preparation for Swarts' presentation and cross exams at confirmation hearing (3.5); correspondence to J. Sorkin re same (.2); review Swarts briefing in prep. for same (1).	4.70
10/08/12	EYP	0022 Review Intercreditor Agreement (.4); review board email (.3); call re Intercreditor Agreement (.3); call with CJ regarding confirmation (.5); call with bidder counsel (.3); call with M. Snyder regarding confirmation (.6); review bid (.6); correspondence re same (.4); correspondence with Swarts (1.0); internal emails re confirmation (.3); Correspondence with chambers (.3).	5.00
10/08/12	JBS	0022 Attention to follow-up on status and closing issues with S. Crow and I. Rosenblatt (.4); attention to review and mark-up of Intercreditor Agreement (1.0); correspondence with R. Testani (.3); telephone conference with Akin team on Intercreditor Agreement and next steps (.5); attention to preparing revised drafts of the Note Agreement and Intercreditor Agreement for distribution (2.3).	4.50
10/09/12	JLS	0022 Prepare for confirmation hearing (5.3); review and respond to correspondence regarding case (1.0).	6.30
10/09/12	ISD	0022 Consider alternate sales process and confirmation issues.	1.50
10/09/12	ILR	0022 Review and mark up documents related to the subsidiary mergers and reorganizations pre-effectiveness (1.6); emails with M. Miller regarding same (.4); communication to S. Crow, A. Beane and M. Miller regarding the subsidiary mergers and the post-effectiveness capitalization of TSC (.4); communication to S. Kuhn regarding steps to be taken because of	3.60

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/09/12	BRK	0022 TSC's prior public company status (.3); emails to M. Miller regarding same (.4); emails with D. Brandon regarding the structuring of the subsidiary mergers (.5). File supplemental declaration of S. Zelin in support of confirmation of third amended plan.	0.60
10/09/12	JFN	0022 Email S. Schultz re request for new EIN.	0.10
10/09/12	RAT	0022 Review intercreditor agreement revised draft.	0.20
10/09/12	ARB	0022 Review and comment on plan supplement document re disclosure of officers of Reorganized TSC (.6, .4); revise supplemental S. Zelin confirmation declaration (1.6) and correspondence re same (.1); review correspondence re indication of interest (.3) and revise supplemental S. Zelin confirmation declaration in connection with same (.4); correspondence (.1) and calls (.3) with GCG re voting results; revise plan (.8) and prepare list of modifications (.2); revise chart of responses to confirmation (.6, .5); finalize confirmation support documents for filing (1.6) and coordinate filing of same (.5).	8.00
10/09/12	STC	0022 Draft revisions to FCC ownership questionnaire (4.2); draft emails to S. Schultz, A. Beane, A. Preis, J. Newdeck and D. Brandon on same (1.3); draft emails to potential transferees on same (1.1); prepare FCC application (1.7); draft emails to J. Erdman on same (.6).	8.90
10/09/12	MSM	0022 Correspond with A. Beane re corporate requirements (.3); revise form of Certificate of Merger, Stockholders Agreement and Registration Rights Agreement (2.5); draft correspondence to Wachtell re revised drafts of documents (.6); correspond with NASDAQ compliance officer re reporting requirements (.9).	4.30
10/09/12	SJC	0022 Review correspondence from J. Swarts re confirmation hearing (.2); review and respond to correspondence from S. Schultz re disclosure of officers (.1); review several detailed communications re potential sale and bids (.4); prepare notice of disclosure of new officers (.5); coordinate with paralegals regarding updating hearing materials (.5); review and respond to correspondence re plan objections (.3); assist with preparation for confirmation hearing including revisions to several documents and preparation of hearing materials (5.6); correspondence with paralegal re preparation of final materials for Court (.3).	7.90
10/09/12	RJP	0022 Prepare documents for D. Brandon's review in preparation for confirmation hearing (.5); correspondence to J. Sorkin re same (.5); correspondence to S. Schultz and A. Preis re confirmation hearing (.5); research evidentiary issues for Swarts objection (1.5).	3.00
10/09/12	EYP	0022 Communications with court (.4); correspondence with Swarts (.5); meet with Blackstone and D. Brandon re hearing (.2); review Intercreditor Agreement (.3); calls and correspondence re indications of interest (1.1); general prep for hearing (3.9); call with Blauner (.3); draft language for confirmation order (.3).	7.00
10/09/12	JBS	0022 Attention to Note Agreement and Intercreditor Agreement revisions (2.0) and related calls with M. Snyder (.3).	2.30
10/10/12	HBJ	0022 Follow up with Deloitte and Akin team re restructuring.	0.10
10/10/12	ILR	0022 Emails to S. Schultz and M. Miller regarding disclosure obligations in connection with the consummation of the plan (.3).	0.30
10/10/12	DFP	0022 Coordinate order for corporate kit for TerreStar corporation and Company Book for Motient Communications LLC.	0.60
10/10/12	BRK	0022 File Notice of Filing Document of Aldo Perez Related to Objection to the TSC Debtors' Joint Chapter 11 Plan.	0.60
10/10/12	ARB	0022 Finalize confirmation order and plan for submission to court following hearing (1, 1.1) and correspondence to court re same (.2).	2.30
10/10/12	STC	0022 Communication to J. Erdman regarding preparation of FCC applications (1.1); prepare FCC applications and exhibit on same (8.9); draft emails to S. Schultz and A. Preis on same (.2).	10.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/10/12	MSM	0022 Review and analyze the Plan of Reorganization, and review steps for corporate reorganization and LLC conversion (1.7); review requirements and documents needed for share cancellation and re issuance (1.5); draft Form 8K re press release on emergence (.4).	3.60
10/10/12	SJC	0022 Research re expert reports in preparation for confirmation hearing (.4); correspondence re hearing logistics (.2); prepare notice of filing Perez documents per request of Court (.3); several internal communications re confirmation order and final plan (.4); draft memo re confirmation hearing (.5); review Perez exhibits (.3).	2.10
10/10/12	JBS	0022 Follow-up with S. Crow regarding confirmation.	0.20
10/10/12	JSE	0022 Prepare FCC Form 604, FCC Application for Assignments of Authorization of Transfers of Control, to transfer ownership of licenses from TerreStar Corporation debtor-in-possession to TerreStar Corporation, per S. Conway.	1.70
10/11/12	SLS	0022 Telephone calls with M. Snyder regarding next steps to effective date (.3); telephone call R. Coburn regarding confirmation hearing (.1); numerous communications with working group regarding next steps to effectiveness (.3, .2, .4); telephone call with Akin working group regarding same (.5); follow-up with A. Preis (.2) and M. Snyder (.1) regarding same.	2.10
10/11/12	ILR	0022 Telephone call with Akin team to discuss the pre-emergence restructuring transactions (.5); emails to S. Crow regarding status of the confirmation process (.2); communication to M. Miller to discuss next steps for the restructuring (.4); emails with M. Miller regarding the subsidiary charters (.3).	1.40
10/11/12	ARB	0022 Participate in call with TSC corporate team re documentation in connection with going effective (.4) and related follow-up (.3).	0.70
10/11/12	STC	0022 Draft emails to K. Harding, A. Preis, D. Brandon, and S. Schultz regarding FCC applications.	1.20
10/11/12	MSM	0022 Call with Akin team re status of case, distribution of new shares and corporate documents (.4); review and analyze corporate charters and bylaws of TSC and Debtor Subsidiaries (1.1).	1.50
10/11/12	SJC	0022 Several communications with Akin corporate team re restructuring transactions and timing thereof (.2, .3, .2, .3); participate in call with corporate team re same (.5); correspondence and call with GCG to discuss distribution of shareholders agreement to appropriate shareholders (.4); research re subsidiary charters and correspondence to corporate team re same (.3).	2.20
10/11/12	EYP	0022 Call re closing items (.4); call re FCC issues (.3); correspondence re FCC issues (.3).	1.00
10/11/12	KKH	0022 Teleconferences with Solus re completion of ownership questionnaire (1.0); correspondence to T. Davidson re same (.3).	1.30
10/11/12	JBS	0022 Correspondence to S. Crow regarding timing.	0.10
10/12/12	SLS	0022 Telephone call with West Face team regarding FCC application (.4); telephone call with M. Snyder regarding next steps to effectiveness (.3).	0.80
10/12/12	ISD	0022 Review of closing items.	0.20
10/12/12	ILR	0022 Emails to S. Schultz regarding open issues on the plan emergence documents and other items.	0.30
10/12/12	SJC	0022 Review correspondence from S. Schultz re restructuring transactions (.1); research re subsidiary charters (.3); correspondence to M. Snyder re charters (.1).	0.50
10/12/12	KKH	0022 Teleconference with D. Brandon and N. Snyder re FCC filings.	0.30
10/13/12	SJC	0022 Monitor shareholders blogs re confirmation appeal.	1.00
10/15/12	SLS	0022 Prepare for and participate in effective date planning call with Deloitte and Akin Gump working groups (1.1); review draft FCC application (.8); communication with S. Conway regarding FCC application (.2).	2.10
10/15/12	ILR	0022 Telephone call with the Garden City Group, and Akin attorneys to	2.60

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		discuss the equity distribution upon or after emergence (.5); communication with M. Miller regarding same (.3); telephone call with Deloitte, and others to discuss the corporate restructuring pre-emergence in addition to other related tax issues (.8); emails to J. Newdeck regarding FINRA bankruptcy emergence questionnaire (.4); emails to M. Miller regarding corporate documents to be prepared for the equity distribution and related transactions (.6).	
10/15/12	JFN	0022 Review various emails re Swartz motion to reconsider (.1); review FINRA email (.1); email S. Schultz re same (.1); email J. Smith re same (.2); call with Garden City re plan effective date (.4); emails to A. Beane and S. Woodell re same (.4); email S. Schultz re same (.1); follow-up re same (.2); emails with corporate re FINRA question (.1).	1.70
10/15/12	ARB	0022 Participate in call with GCG and corporate team re issuance of stock pursuant to plan (.4); related communications with S. Crow (.3); correspondence re emails received from FINRA (.3); correspondence to S. Conway re FCC issues (.2).	1.20
10/15/12	MSM	0022 Calls with Akin team and Deloitte re Effective Date logistics.	0.80
10/15/12	SJC	0022 Correspondence to S. Schultz re call on restructuring transactions (.1); participate in call with Deloitte team, Akin tax team, and corporate team re restructuring transactions (.7); participate in call with GCG and Akin teams re distribution of shareholders agreement and new common stock under plan (.5); follow-up communications to A. Beane and J. Newdeck (.3, .2).	1.80
10/15/12	EYP	0022 Various correspondence regarding post-confirmation issues.	0.50
10/16/12	JLS	0022 Review correspondence regarding confirmation issues.	0.20
10/16/12	ILR	0022 Communications to M. Miller regarding the amended and restated charter to be effective upon emergence (.3); emails to R. Testani regarding the equity issuances upon emergence (.4); correspondence to M. Miller regarding documents to be prepared for the bankruptcy emergence (.6); review and mark up corporate checklist for the emergence (.9); telephone call with D. Brandon and Akin attorneys to discuss the equity distribution and status of other items for emergence (.5).	2.70
10/16/12	JFN	0022 Emails internally re FINRA request.	0.10
10/16/12	ARB	0022 Call with corporate team and D. Brandon re stock distribution pursuant to plan (.4) and related follow-up (.2, .4); internal correspondence re confirmation order (.2, .2); review and comment on closing checklist (.7).	2.10
10/16/12	MAG	0022 Review and retain all relevant files re confirmation (1.5); correspond with records department re proper procedures (.5).	2.00
10/16/12	STC	0022 Review draft FCC form 603 and draft revisions to same (.7); draft email to D. Brandon on same (.4).	1.10
10/16/12	MSM	0022 Review and analyze certificates of incorporation and bylaws of TSC and subsidiaries for limitations on number of stockholders (1.9); revise closing checklist to include corporate and financial restructuring documents (1.7); call with Akin team and D. Brandon (.5); call with Transfer Agent re share exchange (.2); confer with J. Newdeck re FINRA requirements (.2).	4.50
10/16/12	SJC	0022 Call with chambers re confirmation order (.1, .1); call with GCG re same (.1); communications to A. Beane re same (.4); follow-up correspondence to Akin team (.3); participate in call with D. Brandon, and corporate team re stock distribution (.5); follow-up correspondence to Akin team re closing issues (.4).	1.90
10/17/12	ILR	0022 Telephone call with Computershare regarding the logistics of the equity distribution (.4); emails with D. Brandon regarding same (.2).	0.60
10/17/12	JFN	0022 Various emails re FINRA open questions (.3); review plan re FINRA open question (.5, .7).	1.50

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November 27, 2012

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/17/12	RAT	0022 Review J. Smith's markup to closing checklist (.1); communication regarding transfer restrictions with I. Rosenblatt (.2).	0.40
10/17/12	ARB	0022 Further review and comment on closing checklist.	0.20
10/17/12	STC	0022 Draft revisions to FCC form 603 (.8); review emails sent by D. Brandon and FCC staff on same (.1); draft email to same to counter party (.2).	1.10
10/17/12	MSM	0022 Revise closing checklist re comments from I. Rosenblatt, J. Im, J. Smith, S. Schultz, S. Crow and A. Beane (1.1); draft notice to shareholders re emergence and share exchange, and draft exhibits to notice (2.8).	3.90
10/17/12	EYP	0022 Various correspondence re confirmation items.	1.00
10/17/12	JJI	0022 Comment on closing checklist.	0.50
10/17/12	JBS	0022 Attention to review and mark-up of closing checklist.	0.70
10/18/12	ILR	0022 Emails to M. Miller regarding documents for the equity distribution and the overall status of the transaction.	0.30
10/18/12	JFN	0022 Draft FINRA response (1.5, .7); emails re same (.1, .1); correspondence to A. Beane re status of confirmation order (.2); correspondence to M. Bailey re FINRA (.2).	2.80
10/18/12	ARB	0022 Internal correspondence re status of confirmation order (.2); communications with S. Crow (.1) and chambers (.1) re same; further correspondence re same (.1); correspondence re FINRA issues (.1).	0.60
10/18/12	MSM	0022 Work on notice to shareholders re emergence and share exchange (.8); draft exhibits to notice, including shareholder certification of ownership, election form, and summary of Stockholders Agreement (3.9).	4.70
10/18/12	SJC	0022 Communications with chambers and A. Beane re confirmation order (.3); review comments to confirmation order and internal correspondence re same (.8).	1.10
10/18/12	EYP	0022 Various correspondence re confirmation items.	1.00
10/19/12	JLS	0022 Review correspondence and revisions regarding confirmation order.	0.40
10/19/12	ARB	0022 Call with chambers re judge's comments to confirmation order (.5); revise order to incorporate same (1.5); correspondence internally re same (.2); further revise same (.9); further call to chambers re same (.1); call with M. Snyder re same (.2); prepare notice of entry of confirmation order (.8) and notice of occurrence of effective date (.8).	5.00
10/19/12	SJC	0022 Brief review of Perez objection to Plan (.2); review correspondence from A. Beane re comments to confirmation order (.1); follow up re same (.1).	0.50
10/19/12	RJP	0022 Review correspondence regarding plan confirmation order.	0.20
10/22/12	ILR	0022 Call with M. Miller to discuss FINRA reorganization questions.	0.40
10/22/12	JFN	0022 Review emails re confirmation order/notice (.1, .1).	0.20
10/22/12	ARB	0022 Further revise confirmation order and exhibits to same (1.4) and submit same to court (.2); correspondence with GCG re notices to contract counter parties (.2) and Broadridge report (.2).	2.00
10/22/12	MSM	0022 Call with I. Rosenblatt re status of case and information re FINRA questions (.4); review and revise FINRA response questions (1.1).	1.50
10/22/12	SJC	0022 Communications to A. Beane re revised confirmation order, contract counter party notice and related issues (.3).	0.30
10/22/12	RJP	0022 Review correspondence between Akin attorneys regarding confirmation-related issues (.2).	0.20
10/22/12	EYP	0022 Various correspondence re confirmation items.	2.00
10/23/12	JFN	0022 Review various emails re status of confidentiality order (.2); review emails re confirmation hearing transcript (.2); review draft FINRA answers and revise same (.5).	0.90
10/23/12	ARB	0022 Review and comment on customized notice to contract counter parties (.3); call with chambers re entry of confirmation order (.1) and correspondence internally re same (.1).	0.50
10/23/12	SJC	0022 Draft notice of contract rejection and of bar date (1.8); communications re record date and related issues (.3); communications to Akin team and chambers re confirmation transcript (.1, .2); correspondence to GCG re counter party notice (.1).	2.50

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/24/12	ARB	0022 Correspondence re entry of confirmation order (.1, .1, .1); review transcript of confirmation hearing (.7, .4).	1.40
10/24/12	MSM	0022 Call with Transfer Agent re requirements of stock cancellation and reissuance.	0.10
10/24/12	SJC	0022 Correspondence with chambers (.1, .1) and Akin team (.1, .1) re confirmation transcript.	0.40
10/24/12	EYP	0022 Various correspondence re confirmation issues.	1.00
10/25/12	JLS	0022 Review correspondence regarding transcript and Perez objection (.2); conference with Akin Gump attorney regarding transcript (.2).	0.40
10/25/12	SLS	0022 Review and correct transcript from confirmation hearing (1.7); communication to (.2) and telephone call with (.2) M. Snyder regarding status of closing documents; correspondence to I. Rosenblatt regarding closing mechanics (.2); communications with D. Brandon and G. Davis regarding effective date (.2).	2.50
10/25/12	ILR	0022 Telephone call with Computershare and D. Brandon to discuss the equity distribution and related issues (.5); emails to D. Brandon and M. Miller regarding holders of the preferred (.4).	0.90
10/25/12	ARB	0022 Prepare service version of notice of entry of confirmation order (.4) and correspondence to GCG re same (.1).	0.50
10/25/12	STC	0022 Review information provided by potential new interest holders in client and impact on FCC issues.	0.90
10/25/12	MSM	0022 Call with Transfer Agent re requirements of stock cancellation and reissuance (.4); correspond with I. Rosenblatt re logistics of stock cancellation and reissuance (.2); prepare stock cancellation and distribution checklist (.9).	1.50
10/26/12	SLS	0022 Complete review of confirmation transcript (2.1).	2.10
10/26/12	RVT	0022 Communications (exit facility) to J. Im (.5); cursory review of term sheet (.2).	0.70
10/28/12	SJC	0022 Review correspondence re confirmation notice and contract counter party notice (.3).	0.30
10/08/12	SLS	0025 Travel from Dallas to New York (actual time = 3.8 hours).	1.90
10/10/12	JLS	0025 Travel to/from confirmation hearing (actual time = 1.7 hours).	0.85
10/10/12	SLS	0025 Travel from office to courthouse (actual time 1.0); travel from courthouse to office (actual time .5); travel from New York to Dallas (actual time 7.5).	4.50
10/10/12	RJP	0025 Travel to/from hearing (actual time = 2.0).	1.00
Total Hours			646.65

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
H B JACOBSON	2.90 at	\$755.00 =	\$2,189.50
I S DIZENGOFF	3.60 at	\$1050.00 =	\$3,780.00
R A TESTANI	1.80 at	\$925.00 =	\$1,665.00
J L SORKIN	36.55 at	\$730.00 =	\$26,681.50
S L SCHULTZ	72.70 at	\$775.00 =	\$56,342.50
A PREIS	38.40 at	\$775.00 =	\$29,760.00
R V TROITSKY	2.90 at	\$650.00 =	\$1,885.00
I L ROSENBLATT	17.90 at	\$665.00 =	\$11,903.50
J F NEWDECK	14.90 at	\$650.00 =	\$9,685.00
J B SMITH	8.50 at	\$600.00 =	\$5,100.00
S L NAEGEL	4.90 at	\$500.00 =	\$2,450.00
A R BEANE	118.90 at	\$450.00 =	\$53,505.00
S T CONWAY	31.90 at	\$380.00 =	\$12,122.00
M S MILLER	38.50 at	\$370.00 =	\$14,245.00
S J CROW	71.60 at	\$370.00 =	\$26,492.00

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<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>	=	<u>Value</u>
R J PRESA	58.50	at	\$400.00	=	\$23,400.00
J J IM	3.80	at	\$575.00	=	\$2,185.00
K K HARDING	1.60	at	\$335.00	=	\$536.00
J W MA	5.10	at	\$240.00	=	\$1,224.00
C TORRES	6.60	at	\$230.00	=	\$1,518.00
D F PLUCINSKI	3.10	at	\$250.00	=	\$775.00
B R KEMP	14.70	at	\$215.00	=	\$3,160.50
D KRASA-BERSTELL	22.60	at	\$235.00	=	\$5,311.00
M A GYURE	63.00	at	\$250.00	=	\$15,750.00
J S ERDMAN	1.70	at	\$150.00	=	\$255.00

Current Fees

\$311,920.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Bank Fees & Charges	\$6.60
Computerized Legal Research - Other	\$611.92
Computerized Legal Research - Westlaw	\$3,427.51
Corporate Service Fees	\$211.63
Courier Service/Messenger Service- Off Site	\$448.63
Document Retrieval	\$97.20
Duplication - Off Site	\$1,708.36
Duplication - In House	\$924.00
Meals - Business	\$381.60
Meals (100%)	\$96.89
Audio and Web Conference Services	\$2.68
Transcripts	\$1,498.61
Travel - Airfare	\$2,861.60
Travel - Ground Transportation	\$1,019.54
Travel - Lodging (Hotel, Apt, Other)	\$1,010.80
Travel - Parking	\$8.00

Current Expenses

\$14,315.57**Total Amount of This Invoice****\$326,236.07**

Akin Gump
Strauss Hauer & Feld LLP

TERRESTAR NETWORKS
ATTN: DOUGLAS BRANDON
ONE DISCOVERY SQUARE
12010 SUNSET HILLS ROAD
SUITE 600
RESTON, VA 20190

Invoice Number 1457871
Invoice Date 12/17/12
Client Number 688669
Matter Number 0004

Re: TSC POSTPETITION

FOR PROFESSIONAL SERVICES RENDERED THROUGH 11/30/12 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	9.30	\$2,586.00
0003	Akin Gump Fee Application/Monthly Billing Reports	16.00	\$7,037.00
0004	Analysis of Other Professionals Fee Applications/Reports	6.40	\$2,141.50
0008	Court Hearings	14.80	\$4,602.00
0009	Financial Reports and Analysis	2.50	\$1,098.00
0010	DIP, Cash Collateral Usage and Exit Financing	1.40	\$660.50
0012	General Claims Analysis/Claims Objections	0.40	\$148.00
0017	General Adversary Proceedings/Litigation Matters	28.40	\$12,677.00
0018	Tax Issues	0.40	\$302.00
0022	Plan/Disclosure Statement/Solicitation and Related Documentation	50.40	\$23,831.50
	TOTAL	<u>130.00</u>	<u>\$55,083.50</u>

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/01/12	ARB	Correspondence re DIP variance report and officers' certificate.	0.10
11/01/12	STC	Review information provided by potential interest holders of reorganized TSC (1.1); conference with K. Harding on same (.7); draft and review emails to counsel for potential interest holders on same (.3).	2.10
11/01/12	SJC	Correspondence to A. Beane re variance report (.2); assist with finalizing same and officer's certificate (.2).	0.40
11/01/12	KKH	Conference with S. Conway re preparation of FCC Form 602 Ownership Questionnaire (.7); research re same (1.3); prepare same (1.0); draft correspondence re FCC Registration Numbers (.3).	3.30
11/02/12	ARB	Revise DIP officer certificate (.1) and correspondence to Nexbank re same (.1).	0.20
11/02/12	STC	Telephone conference with counsel for potential interest holders in reorganized TSC.	0.10
11/02/12	KKH	Prepare FCC Form 602 Ownership Report (3.5); teleconference with J. Zinman re same (.3).	3.80
11/03/12	SJC	Correspondence with GCG re service of confirmation notice.	0.10
11/04/12	SJC	Review and comment on Deloitte fee application.	0.60
11/05/12	BRK	Monitor docket regarding Aldo Perez appeal.	0.30
11/05/12	DKB	Update transcripts file.	0.40
11/06/12	SLS	Review Deloitte fee application.	0.30
11/06/12	JFN	Review FINRA email (.1); email S. Schultz re FINRA (.1); email D. Brandon re FINRA response (.1); revise same and finalize (.5).	0.80
11/06/12	DKB	Review and organize case file in preparation for archiving.	1.90
11/06/12	ARB	Review and comment on Deloitte monthly fee statement.	0.30
11/06/12	SJC	Review and comment on Deloitte fee application.	0.30
11/07/12	TS	Emails to A. Beane re pro hac vice and order (.1); review procedures (.2); prepare and ECF file application (.5).	0.80
11/07/12	ARB	Prepare pro hac motion (.4); coordinate filing of same (.1); submit order re same (.1).	0.60
11/07/12	SJC	Correspondence internally and with chambers re 11/14 hearing.	0.40
11/07/12	SJC	Correspondence to Deloitte re comments on fee statement.	0.20
11/08/12	DKB	Correspondence to S. Crow re preparation for hearing (.2); draft hearing agenda (.6); review case docket in preparation for hearing (.5); review relevant pleading (.6); prepare court's hearing notebooks (1.0); confer with attorney re status (.1); review additional materials for hearing (.5).	3.50
11/08/12	ARB	Prepare order re interim fee applications (1.0) and correspondence to S. Schultz re same (.1).	1.10
11/08/12	SJC	Review and revise hearing agenda (.3); correspondence with D. Krasa-Berstell re same (.1, .1); communications re hearing materials (.2).	0.70
11/08/12	SJC	Correspondence to S. Schultz (.3) and D. Brandon (.2) re professional fee applications.	0.50
11/09/12	DKB	Confer with S. Crow re preparation for hearing (.2); revise hearing agenda (.3); prepare document to be e-filed (.2); effect the above (.2); prepare set of filed documents for attorneys (.3); review and update court notebooks (1.2); prepare additional materials for hearing (.6); forward notebooks to court (.4); organize court call appearances for A. Beane and A. Preis (.5).	3.90
11/09/12	ARB	Correspondence with chambers (.1) and internally (.1) re fee hearing.	0.20
11/09/12	ARB	Continue preparing omnibus fee order (.2) and correspondence re same (.1).	0.30
11/09/12	SJC	Calls and correspondence internally re upcoming fee hearing (.3);	0.50

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
		review final hearing agenda and coordinate filing and service of same (.2).	
11/09/12	SJC	Monitor shareholders blog.	0.40
11/10/12	SJC	Review and revise prebill with respect to task coding and privilege.	1.50
11/10/12	RJP	Research legal issues for Perez motion to dismiss (.9); draft brief in support of same (2.5).	3.40
11/11/12	SJC	Correspondence to A. Beane and B. Kemp re hearing preparation and notices.	0.30
11/11/12	RJP	Research legal issues for motion to dismiss (.4); draft brief in support of same (1.5).	1.90
11/12/12	BRK	Monitor docket regarding Aldo Perez appeal.	0.30
11/12/12	BRK	File Seventeenth Monthly Fee Statement of Deloitte Tax.	0.60
11/12/12	BRK	Update case calendar.	0.20
11/12/12	SJC	Draft notice of telephonic hearing (.4); communications with Deloitte and Blackstone re hearing (.2, .1).	0.70
11/12/12	SJC	Coordinate filing and service of Deloitte fee statement.	0.30
11/12/12	RJP	Revise Perez motion to dismiss argument sections (4.0); correspondence to J. Sorkin re same (.2).	4.20
11/13/12	JLS	Review correspondence from shareholder re appeal (.3); correspondence with R. Presa re letter (.3).	0.60
11/13/12	BRK	File Notice of Telephonic Hearing regarding November 14 hearing.	0.60
11/13/12	BRK	Coordinate with CourtCall regarding telephonic appearance of Deloitte and Blackstone.	0.40
11/13/12	DKB	Review and organize case file.	0.90
11/13/12	ARB	Prepare for omnibus hearing (.7, .8).	1.50
11/13/12	SJC	Review appeal filing by Perez.	0.50
11/13/12	SJC	Hearing preparation.	0.30
11/13/12	RJP	Review new document filed by Perez in SDNY appeal (.2); correspondence and conference with Akin attorneys re same (.3); correspondence to J. Sorkin regarding response brief and timing (.5).	1.00
11/13/12	JJI	Correspondence re variance report (.1); review credit agreement re variance report (.1).	0.20
11/14/12	JLS	Meet with R. Presa re responding to appeal by shareholder (.5); review and respond to correspondence re appeal (.2).	0.70
11/14/12	SLS	Participate in working group call with Perez appeal team.	0.40
11/14/12	JFN	Participate in working group call re Perez appeal.	0.40
11/14/12	ARB	Prepare for (1.0) and participate in (.8) hearing.	1.80
11/14/12	ARB	Participate in internal call re Perez appeal.	0.40
11/14/12	RJD	Review document submitted to court by Perez (.9); internal correspondence regarding litigation issues in connection with Perez appeal (.1, .2, .3); internal teleconferences regarding same (.1, .2, .2).	2.00
11/14/12	SJC	Participate in call with Akin team re Perez appeal strategy.	0.50
11/14/12	SJC	Review and revise prebill with respect to task coding and privilege.	2.00
11/14/12	RJP	Teleconference with Akin attorneys regarding Perez appeal (.4); follow-up communication with J. Sorkin (.1); draft correspondence to A. Perez (.3).	0.80
11/14/12	JJI	Call with Blackstone re variance report (.2); prepare and coordinate execution of officer's certificate in connection with variance report (.1).	0.30
11/15/12	ARB	Correspondence re outstanding fee statements and holdbacks.	0.20
11/15/12	SJC	Review and revise prebill with respect to task coding and privilege.	0.90

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/16/12	DKB	Review and update transcripts file (.5); review and organize case file (1.0).	1.50
11/16/12	ARB	Correspondence re outstanding holdbacks.	0.30
11/16/12	RJD	Review docket for documents submitted to court by pro se litigants (1.1); internal correspondence regarding litigation issues in connection with same (.1, .3, .2); internal teleconferences regarding same (.1, .2, .3).	2.30
11/16/12	SJC	Review letters from shareholders re confirmation appeal and circulate to working group.	0.30
11/17/12	ARB	Prepare monthly fee statement.	1.20
11/17/12	SJC	Review correspondence from Blackstone re monthly fee statement.	0.10
11/18/12	SJC	Review correspondence from A. Beane re monthly fee statement.	0.10
11/19/12	JLS	Review correspondence from shareholder regarding appeal.	0.20
11/19/12	ARB	Correspondence re monthly fee statement.	0.20
11/19/12	SJC	Correspondence with working group re Perez appeal.	0.30
11/19/12	RJP	Review correspondence from Perez re appeal (.1); review letter appeals to confirm order (.2); correspondence with Akin attorneys re same (.3).	0.60
11/19/12	JBS	Follow-up with S. Crow regarding exit timing.	0.10
11/20/12	JLS	Conference with R. Presa regarding appeal status and strategy (.3); review and edit correspondence to court (.2).	0.50
11/20/12	ARB	Call with S. Crow re monthly fee statement.	0.20
11/20/12	SJC	Review Perez correspondence and filings re appeal.	0.30
11/20/12	SJC	Draft monthly fee statement (3.3); call with A. Beane regarding same (.2).	3.50
11/20/12	RJP	Draft letter to J. Abrams regarding Perez appeal (1.0); confer with A. Preis (.1) and J. Sorkin (.2) and correspondence to working group (.2) regarding same.	1.50
11/21/12	JLS	Review notice of appeal and related correspondence.	0.20
11/21/12	SLS	Review monthly fee application.	0.90
11/21/12	BRK	Monitor docket regarding Aldo Perez appeal.	0.30
11/21/12	ARB	Correspondence re Aldo Perez filing.	0.20
11/21/12	ARB	Review and comment on monthly fee statement.	0.90
11/21/12	ARB	Review exit facility documents (.6) and internal correspondence with corporate team re same (.2).	0.80
11/21/12	SJC	Review and comment on Blackstone fee application.	0.50
11/21/12	JBS	Attention to exit facility document (.3); related correspondence with Akin team (.1).	0.40
11/24/12	JJI	Markup TSC exit credit agreement (2.1); review indenture and intercreditor agreement (1.0).	3.10
11/25/12	JJI	Markup TSC exit credit agreement (1.5); review indenture and intercreditor agreements (1.4).	2.90
11/26/12	JLS	Review and respond to correspondence regarding appeal issues (.3); analyze issues regarding appeal (.3).	0.60
11/26/12	SLS	Review monthly operating report (.3); communications with A. Beane regarding same (.1).	0.40
11/26/12	SLS	Review exhibit to fee application.	1.10
11/26/12	BRK	Monitor docket regarding Aldo Perez appeal.	0.30
11/26/12	ARB	Prepare monthly operating report.	0.70
11/26/12	ARB	Prepare fee statement.	0.60
11/26/12	SJC	Review correspondence from Swarts re claim reconsideration (.4).	0.40
11/26/12	SJC	Correspondence with Akin team re Perez appeal (.2, .1).	0.30
11/26/12	SJC	Review correspondence from A. Beane and S. Schultz re monthly operating report.	0.20
11/26/12	RJP	Monitor docket for new order from court in Perez appeal (.3); correspondence with Akin attorneys re appeal (.1, .2, .2); review	1.00

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
		and revise letter to court (.2).	
11/26/12	JJI	Review indenture and intercreditor agreement (1.5); markup credit agreement (3.0); correspondence re comments (.2).	4.70
11/26/12	JBS	Review credit agreement (.7), revision of Note Agreement (.5).	1.20
11/27/12	HBJ	Review tax comments to exit facility and timing of restructuring before Effective Date.	0.40
11/27/12	BRK	File October 2012 operating report.	0.60
11/27/12	BRK	File Twenty First Monthly Fee Statement of Akin Gump.	0.60
11/27/12	BRK	File Sixteenth Monthly Fee Statement of Blackstone Advisory.	0.60
11/27/12	BRK	File Seventeenth Monthly Fee Statement of Blackstone Advisory.	0.60
11/27/12	RAT	Correspondence with J. Smith regarding comments to the credit agreement and inconsistency with note agreement (.4); follow-up conference with S. Schultz and J. Smith regarding same (.3).	0.70
11/27/12	ARB	Continue preparing monthly operating report (.5) and call with S. Schultz re same (.1).	0.60
11/27/12	SJC	Review and comment on Blackstone fee statement.	0.40
11/27/12	SJC	Review exhibits to monthly fee statement.	0.40
11/27/12	JJI	Markup TSC credit agreement.	0.80
11/27/12	JBS	Review Credit Agreement (1.8); correspondence to R. Testani and S. Schultz for Credit Agreement mark-up (.3); follow-up with Akin team on corporate matters (.2).	2.30
11/28/12	SLS	Telephone call with N. Snyder regarding exit facility documents (.3); follow-up communications regarding same (.2).	0.50
11/28/12	ILR	Correspondence to S. Crow and M. Miller regarding the 1.4 Holdings LLC agreement.	0.40
11/28/12	RAT	Correspondence with J. Smith re exit.	0.10
11/28/12	ARB	Review exit facility documents (.6) and correspondence with corporate team re same (.2).	0.80
11/28/12	ARB	Correspondence re budget variance report.	0.20
11/28/12	STC	Review and draft emails to S. Schultz regarding outstanding information for FCC compliance purposes (.7); correspondence to K. Harding on same (.3).	1.00
11/28/12	SJC	Call with C. Anderson and J. Tennant re case status.	0.40
11/28/12	SJC	Review correspondence among Akin team and WLRK re exit facility.	0.20
11/28/12	JBS	Correspondence to R. Testani and related follow-up on and review of credit agreement mark-up.	0.50
11/29/12	ILR	Emails to M. Miller, S. Crow and others regarding the LLC agreement of 1.4 Holdings LLC (.6); review the LLC agreement (.4).	1.00
11/29/12	ARB	Review Coburn filing and review RKF report in connection with same (.7); correspondence re same (.2).	0.90
11/29/12	ARB	Review spectrum lease in connection with closing documents.	0.20
11/29/12	STC	Prepare FCC filing.	7.50
11/29/12	MSM	Review and analyze TerreStar 1.4 Holdings LLC Agreement for Independent Manager provisions and restrictions to amendment (.8); review lease documents for potential restrictions (.2); draft amendment to TerreStar 1.4 Holdings LLC Agreement (.8); correspondence to I. Rosenblatt re LLC Agreement Amendment (.3).	3.50
11/29/12	SJC	Review and comment on Deloitte fee application.	0.50
11/29/12	SJC	Coordinate with corporate team re exit facility and related LLC agreement.	0.30
11/29/12	JJI	Correspondence re exit facility.	0.20
11/30/12	TWD	Office conference with S. Conway to discuss scope of 10% reporting requirement.	0.30
11/30/12	BRK	Monitor docket regarding Aldo Perez appeal.	0.30

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<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
11/30/12	BRK	File Eighteenth Monthly Fee Statement of Deloitte Tax regarding September 2012.	0.60
11/30/12	BRK	Update case calendar.	0.40
11/30/12	MAG	Assist with retrieval of privileged documents from Ringtail database and create binder re same.	3.00
11/30/12	STC	Prepare FCC filing (5.1); conference with T. Davidson regarding reporting (.3).	5.40
11/30/12	EYP	Review of exit financing mark-up.	0.50
11/30/12	JJI	Review revised draft of exit facility.	0.50
Total Hours			130.00

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
T W DAVIDSON	0.30	at	\$720.00	=	\$216.00
H B JACOBSON	0.40	at	\$755.00	=	\$302.00
R A TESTANI	0.80	at	\$925.00	=	\$740.00
J L SORKIN	2.80	at	\$730.00	=	\$2,044.00
S L SCHULTZ	3.60	at	\$775.00	=	\$2,790.00
A PREIS	0.50	at	\$775.00	=	\$387.50
I L ROSENBLATT	1.40	at	\$665.00	=	\$931.00
J F NEWDECK	1.20	at	\$650.00	=	\$780.00
R J DONOHUE	4.30	at	\$570.00	=	\$2,451.00
J B SMITH	4.50	at	\$600.00	=	\$2,700.00
A R BEANE	14.50	at	\$450.00	=	\$6,525.00
S T CONWAY	16.10	at	\$380.00	=	\$6,118.00
M S MILLER	3.50	at	\$370.00	=	\$1,295.00
S J CROW	19.30	at	\$370.00	=	\$7,141.00
R J PRESA	14.40	at	\$400.00	=	\$5,760.00
J J IM	12.70	at	\$575.00	=	\$7,302.50
K K HARDING	7.10	at	\$335.00	=	\$2,378.50
B R KEMP	6.70	at	\$215.00	=	\$1,440.50
T SOUTHWELL	0.80	at	\$235.00	=	\$188.00
D KRASA-BERSTELL	12.10	at	\$235.00	=	\$2,843.50
M A GYURE	3.00	at	\$250.00	=	\$750.00

Current Fees

\$55,083.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Other	\$99.89
Computerized Legal Research - Westlaw	\$1,549.08
Courier Service/Messenger Service- Off Site	\$237.00
Court Cost	\$149.00
Duplication - In House	\$212.80
Telephone - Long Distance	\$37.00
Travel - Ground Transportation	\$360.13

Current Expenses

\$2,644.90

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Total Amount of This Invoice	\$57,728.40
Prior Balance Due	<u>\$434,526.10</u>
Total Balance Due Upon Receipt	<u><u>\$492,254.50</u></u>

Akin Gump
Strauss Hauer & Feld LLP

TERRESTAR NETWORKS
ATTN: DOUGLAS BRANDON
ONE DISCOVERY SQUARE
12010 SUNSET HILLS ROAD
SUITE 600
RESTON, VA 20190

Invoice Number 1461132
Invoice Date 01/17/13
Client Number 688669
Matter Number 0004

Re: TSC POSTPETITION

FOR PROFESSIONAL SERVICES RENDERED THROUGH 12/31/12 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	27.60	\$10,708.50
0003	Akin Gump Fee Application/Monthly Billing Reports	7.80	\$3,339.50
0004	Analysis of Other Professionals Fee Applications/Reports	0.30	\$111.00
0009	Financial Reports and Analysis	1.30	\$585.00
0010	DIP, Cash Collateral Usage and Exit Financing	25.90	\$11,871.00
0012	General Claims Analysis/Claims Objections	22.10	\$9,938.00
0017	General Adversary Proceedings/Litigation Matters	0.90	\$193.50
0018	Tax Issues	5.40	\$3,082.50
0022	Plan/Disclosure Statement/Solicitation and Related Documentation	64.20	\$28,619.50
	TOTAL	<u>155.50</u>	<u>\$68,448.50</u>

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
12/01/12	STC	0002 Prepare FCC filings (.7) and draft email to A. Preis, S. Schultz, and D. Brandon on same (.2).	0.90
12/02/12	STC	0002 Draft revisions to FCC filings (.8) and draft email to A. Preis, S. Schultz, and D. Brandon on same (.2).	1.00
12/03/12	STC	0002 Draft revisions to FCC filings (1.6) and draft emails on same to A. Preis, S. Schultz, D. Brandon, and counsel to investors (.2).	1.80
12/04/12	SJC	0002 Correspondence to A. Beane re case status and undeliverables report.	0.20
12/05/12	STC	0002 Review and respond to emails from S. Schultz and D. Brandon on FCC filings.	1.20
12/05/12	SJC	0002 Research re TerreStar New York documents (.3); several communications to Akin corporate team re structure and closing tasks (.2, .2).	0.70
12/06/12	STC	0002 Review emails from and draft emails to outside counsel to prospective purchaser of reorganized TSC re: FCC filings.	1.40
12/07/12	STC	0002 Review and respond to emails sent by counsel to potential purchasers of FCC licensee.	2.00
12/10/12	STC	0002 Review and respond to emails drafted by outside counsel to potential purchasers of FCC licensee (.5); prepare and file FCC filings (2.8).	3.30
12/10/12	KKH	0002 Review and compare FCC Form 603 assignment applications.	0.40
12/11/12	STC	0002 Review and respond to emails from client, A. Preis, and S. Schultz regarding FCC approval process for transfer of control (3.0); research and strategic planning on same (3.0); communications with counsel to potential transferees on same (.9).	6.90
12/11/12	EYP	0002 Correspondence re FCC issues (.2); call with WLRK (.2); call with D. Brandon (.2); internal correspondence re various related issues (.4).	1.00
12/12/12	STC	0002 Draft email to counsel for potential purchaser of FCC licensee regarding Public Notice of FCC application.	0.20
12/13/12	SJC	0002 Call with J. Tennant re case status.	0.30
12/18/12	DKB	0002 Review and organize case file in preparation for archiving.	0.70
12/19/12	STC	0002 Draft and review emails to D. Brandon and S. Schultz regarding timing of FCC approval of transfer of control application.	0.80
12/20/12	TS	0002 Prepare and ECF file operating report and fee statement.	0.80
12/21/12	SJC	0002 Review filing by R. Coburn and circulate to working group.	0.40
12/25/12	SLS	0002 Communications with M. Snyder regarding recent payments.	0.20
12/27/12	SJC	0002 Monitor shareholder blog.	0.20
12/28/12	STC	0002 Check FCC's database for status update on FCC transfer of control application and draft emails to S. Schultz, D. Brandon, and A. Preis on same (.8); review FCC releases for same (.5); telephone conference with FCC staff on release of Public Notice and review FCC rules on same (1.5); draft email to counsel for transferees on same (.4).	3.20
12/08/12	SJC	0003 Review and revise prebill with respect to task coding and privilege.	2.50
12/14/12	SLS	0003 Review exhibit for monthly fee application.	0.20
12/14/12	ARB	0003 Prepare monthly fee statement (.3, .7).	1.00
12/16/12	SJC	0003 Draft monthly fee statement.	1.30
12/18/12	SJC	0003 Review and revise monthly fee application.	0.50
12/19/12	SLS	0003 Review monthly fee application.	0.70
12/19/12	SJC	0003 Review and revise fee application per comments of S. Schultz.	0.50
12/19/12	RJP	0003 Revise fee statement description of Perez appeal (.2); corresp. to S. Crow (.1).	0.30
12/20/12	SJC	0003 Coordinate filing and service of monthly fee app.	0.30
12/21/12	SJC	0003 Correspondence re interim fee applications.	0.20
12/26/12	SJC	0003 Correspondence to S. Schultz regarding payment of professional fees in relation to budget.	0.30
12/17/12	SJC	0004 Communications to S. Schultz and D. Brandon re professional invoices.	0.30
12/13/12	ARB	0009 Email J. Tennant re MOR.	0.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
12/18/12	ARB	0009 Revise November 2012 monthly operating report (.6); email to S. Schultz (.1) and S. Golden (.1) re: same.	0.80
12/19/12	ARB	0009 Communications to S. Crow (.1) and Blackstone (.1) re: monthly operating report.	0.30
11/26/12	SLN	0010 Communication to J. Im re: exit facility.	0.10
11/27/12	SLN	0010 Review exit facility.	0.90
12/02/12	JBS	0010 Review of revised exit facility.	0.40
12/03/12	JJI	0010 Review/draft closing deliverables.	0.80
12/04/12	SJC	0010 Call with J. Im re exit facility schedules (.3); call with M. Miller re closing checklist (.3).	0.60
12/04/12	JJI	0010 Meet w/A. Dossick re: closing deliverables.	0.80
12/04/12	JJI	0010 Correspondence re closing deliverables (.2); draft schedules (.3).	0.50
12/04/12	JBS	0010 Correspondence to J. Im and M. Miller regarding exit.	0.30
12/04/12	ABD	0010 Review closing documents (2.5); meeting with J. Im regarding same (.8).	3.30
12/05/12	JJI	0010 Draft closing deliverables for TSC exit facility (.5); draft schedules and exit facility (1.1); review credit agreement comments (.3); markup credit agreement (.2); review schedules (.2).	2.30
12/05/12	ABD	0010 Review closing documents.	1.90
12/06/12	JJI	0010 Review resolution and closing deliverables (1.1); update schedules (.3).	1.40
12/06/12	ABD	0010 Review closing documents.	1.50
12/07/12	JJI	0010 Revise closing deliverables.	0.20
12/10/12	SLN	0010 Review Wachtell tax comments to exit facility.	1.70
12/11/12	ARB	0010 Correspondence with corporate team re exit facility (.2); communication to J. Im re same (.2); communication to S. Crow re same (.1); correspondence with client and team re same (.1).	0.60
12/11/12	JJI	0010 Revise schedules and closing deliverables (.3); correspondence regarding closing deliverables (.1).	0.40
12/11/12	JBS	0010 Follow-up re: closing.	0.20
12/14/12	JJI	0010 Draft officer's certificate (.2); coordinate delivery of officer's certificate (.1).	0.30
12/19/12	ARB	0010 Call with Blackstone (.1) and correspondence to Akin team (.1) re: DIP reporting requirements.	0.30
12/19/12	JJI	0010 Meet with A. Dossick regarding TSC exit facility closing.	0.30
12/19/12	ABD	0010 Preparations for closing (.3); meet with J. Im regarding exit facility (.3).	0.60
12/20/12	JJI	0010 Markup TSC emergence checklist.	0.40
12/20/12	ABD	0010 Preparations for closing.	0.50
12/26/12	ABD	0010 Preparations for closing.	2.50
12/27/12	SJC	0010 Calls with J. Tennant re variance reporting for DIP (.2, .1); correspondence to J. Im re same (.2).	0.50
12/27/12	ABD	0010 Preparations for closing (summarizing reporting requirements).	1.50
12/28/12	SJC	0010 Several communications with Blackstone and correspondence to J. Im re variance reporting (.2, .2, .1, .2).	0.70
12/28/12	JJI	0010 Draft officer's certificate and notice of default (.3); coordinate delivery of officer's certificate and notice of default (.1).	0.40
11/26/12	RJD	0012 Review filings in connection with pro se litigant claims (.8); internal correspondence regarding litigation issues in connection with same (.1, .1, .2).	1.20
11/28/12	RJD	0012 Review filings in connection with pro se litigant claims (.6)	0.60
12/10/12	JFN	0012 Review emails re Van Vlissingen settlement.	0.20
12/10/12	ARB	0012 Correspondence with Akin team re settlement of claim.	0.30
12/11/12	SJC	0012 Research re intercompany claims (.3) and correspondence to A. Beane re same (.1).	0.40
12/12/12	JMS	0012 Conference about Van Vlissingen settlement and review materials.	0.90
12/12/12	EYP	0012 Call with Van Vlissingen counsel (.3). Attend to settlement issues (.2).	0.50
12/13/12	JMS	0012 Draft 9019 and stipulation.	6.20
12/13/12	SJC	0012 Correspondence to M. Stull re Van Vlissingen settlement (.1, .1);	0.40

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		research in connection with same (.2).	
12/14/12	ARB	0012 Review and comment on Van Vlissingen motion and stipulation.	2.00
12/14/12	JMS	0012 Work on stipulation and 9019 and revisions to same.	3.20
12/14/12	EYP	0012 Efforts re Van Vlissingen settlement.	0.50
12/16/12	ARB	0012 Correspondence re: Van Vlissingen settlement (.1, .1) and review transcript in connection with same (.1).	0.30
12/16/12	JMS	0012 Update 9019, stipulation and motion to shorten (3.0); review court transcripts for same (.5).	3.50
12/17/12	JMS	0012 Review and revise stipulations.	1.00
12/19/12	RJD	0012 Review filings in connection with pro se litigant claims (.5); internal correspondence regarding same (.2).	0.70
12/28/12	SJC	0012 Review correspondence among Akin team and D. Brandon re Mehlman consulting claim and related notes.	0.20
12/03/12	BRK	0017 Monitor docket regarding Aldo Perez appeal.	0.30
12/07/12	BRK	0017 Monitor docket regarding Aldo Perez appeal.	0.30
12/10/12	BRK	0017 Monitor docket regarding Aldo Perez appeal.	0.30
12/10/12	HBJ	0018 Review Wachtell tax edits to Senior Secured Term Loan (.3) and communication with S Naegel (.2).	0.50
12/11/12	SLN	0018 Review Terrestar New York dissolution issue.	0.40
12/12/12	SLN	0018 Review documents re: Bermuda entity.	3.30
12/19/12	HBJ	0018 Call with S Tarrant re liquidation issues and internal follow-up.	0.20
12/20/12	SLN	0018 Review correspondence re: dissolution of Terrestar New York.	0.20
12/26/12	HBJ	0018 Calls and emails with Akin team (.3) and later call with Wachtell re tax issues associated with finalizing plan and pre-effective date mergers (.3); discussion with S Tarrant re tax timing issues (.2).	0.80
12/04/12	SLS	0022 Call with team regarding closing on various items related to plan effectiveness.	0.50
12/04/12	MSM	0022 Revise closing checklist re comments from Akin team (.7); Calls with members of Akin team re closing (.4); Draft board consent to amendment to LLC Agreement of TerreStar 1.4 Holdings LLC (1.2).	2.30
12/05/12	SLS	0022 Review plan closing check list (.7); participate in call regarding same (.8).	1.50
12/05/12	MSM	0022 Review subsidiary schedule to credit agreement (.1); Review and analyze organizational documents to verify subsidiary schedule (.4); Call with Wachtell and Akin team regarding closing checklist (.5); Correspondence to I. Rosenblatt and each of J. Im (.3), S. Schultz (.2) regarding closing mechanics and closing documents; Correspondence to I. Rosenblatt re closing mechanics and notice to shareholders (.2); Revise closing checklist based on comments from call (.2); Revise and distribute corporate and re-organization documents to Wachtell (.6); Revise notice of plan confirmation and exchange of stock (.3); Revise Amendment to LLC Agreement of TerreStar 1.4 Holdings and Board consent (.7); Correspond with Transfer Agent (.2).	3.70
12/05/12	JBS	0022 Follow-up on closing with corporate team regarding timing.	0.20
12/06/12	SLS	0022 Closing correspondence to J. Smith.	0.60
12/06/12	RAT	0022 Participating in conference with Akin internal team regarding timing of closing and open matters (.3) and review documents re: same (.2).	0.50
12/06/12	ARB	0022 Correspondence with J. Im and S. Crow re restructuring transactions (.1, .1); participate in call with corporate team re same (.3) and correspondence to D. Brandon re same (.1, .1); correspondence to corporate team re same (.1).	0.80
12/06/12	MSM	0022 Review Transfer Agent Agreement and Supplement (.8); Correspond with Transfer Agent (.4) and Garden City Group (.4); Call with Debbie at Garden City Group (.2); Call with Transfer Agent re share issuance mechanics (.8); Confer with Akin team re opinion letter required by Transfer Agent (.4); Review opinion letter and other deliverable examples from Transfer Agent (.4).	3.50

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
12/06/12	SJC	0022 Research related to TerreStar Global in connection with closing (.5); research related to stock issuance (.4).	0.40
12/06/12	JBS	0022 Revise Note Agreement to provide for initial issuance of Notes Post-Effective Date.	2.10
12/07/12	RAT	0022 Correspondence to I. Rosenblatt regarding transfer agent opinion request and related closing matters.	0.30
12/07/12	MSM	0022 Confer with Akin team re Transfer Agent opinion letter request (.4); Review confirmation order for authority to issue shares (.5); Review additional information from the company and verify information on subsidiary schedule to the credit agreement (.5); Revise Notice of Plan Confirmation and three exhibits re comments from I. Rosenblatt (2.8); Review and summarize Shareholders Agreement (.6); Call with Garden City re share issuance (.4); Review deliverables due to Transfer Agent as required to transfer shares (.6); Correspond with Transfer Agent regarding opinion letter (.2); Revise Amendment to TerreStar 1.4 Holdings LLC Agreement re comments from Doug Brandon (.3).	6.30
12/07/12	SJC	0022 Assist M. Miller with bankruptcy aspects of several corporate documents for issuing new common stock (2); participate in call with corporate team and GCG re mechanics of issuing stock (.5).	2.50
12/08/12	ARB	0022 Correspondence to S. Schultz and S. Crow re notice of confirmation (.1, .1).	0.20
12/08/12	SJC	0022 Review notice of stock distribution to shareholders (.3); correspondence to S. Schultz re same (.1); correspondence to corporate re same (.1).	0.50
12/09/12	ILR	0022 Emails with M. Miller and D. Brandon regarding status of open items for emergence (0.4).	0.40
12/09/12	MSM	0022 Review and revise resolutions and certificates as requested by the Transfer Agent (1.6); Correspond with Doug Brandon of TerreStar re corporate logo (.1); Review the confirmation order and attached plan for authorization and implementation language (.5).	2.20
12/10/12	ILR	0022 Telephone calls and emails to M. Miller regarding open items for emergence, including the transfer agent (0.7).	0.70
12/10/12	MSM	0022 Confer with Akin team and revise Transfer Agent deliverables under Transfer Agent Agreement (.5); Review Garden City Group's comments to Transfer Agent deliverables and revise deliverables based on comments (1.6); Revise Transfer Agent Agreement (.3); Revise treasurer certificate, incumbency certificate and resolutions appointing Transfer Agent (.7); Draft Instruction Letter and Letter of Cancellation of Shares (1.1); Revise Form 8K re emergence (.3).	4.50
12/11/12	ILR	0022 Emails to A. Beane, M. Miller and others regarding status of the emergence documents and other items (0.3).	0.30
12/11/12	RAT	0022 Communication to J. Smith regarding closing.	0.20
12/11/12	MSM	0022 Revise and update effective date closing checklist and distribute to Akin team and TerreStar (.8); Review and comment on Transfer Agent Agreement (.5); Review indemnity provisions of previous Transfer Agent Agreements (.3); Apply for CUSIP for new TerreStar common stock (.6); Revise deliverables to Transfer Agent under Transfer Agent Agreement (.5); Review required steps for dissolution of TerreStar New York Inc. and TerreStar Global Ltd. (.4).	3.10
12/12/12	SLS	0022 Communications to S. Crow regarding plan restructuring transaction.	0.40
12/12/12	DFP	0022 Analyze dissolution of TerreStar New York, Inc. (.4); telephone conference with NY Bureau of Taxation and Finance re same (.3).	0.70
12/12/12	ARB	0022 Correspondence to S. Schultz and S. Crow re restructuring transactions (.2); correspondence with D. Brandon (.1) and M. Miller (.1) re same.	0.40
12/12/12	MSM	0022 Communications to S. Naegel (.2), I. Rosenblatt (.3), Doug Brandon of TerreStar (.2) and D. Plucinski (.1) re dissolution of TerreStar New York Inc. and TerreStar Global Ltd.; Communications to S. Crow re taxes owed to the state of New York (.2); Contact Bermuda counsel re	1.30

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
12/12/12	SJC	0022 dissolution of TerreStar Global Ltd. (.3).	0.80
12/12/12	JBS	0022 Research re restructuring of TSNY (.6); correspondence to S. Schultz, A. Beane, and M. Miller re same (.2).	0.50
12/13/12	SLS	0022 Review of closing checklist and note agreement.	0.50
12/13/12	SLN	0022 Participate in call with working group regarding restructuring transaction in connection with plan (.5).	1.40
12/13/12	MSM	0022 Review liquidation information (.9); call with D. Brandon, and G. Anderson re: liquidation of Terrestar Global (.5).	1.00
12/13/12	SJC	0022 Call CUSIP headquarters and request status of CUSIP application (.2);	0.10
12/14/12	SLN	0022 Call Bermuda counsel regarding dissolution of TerreStar Global Ltd. (.3);	0.10
12/14/12	MSM	0022 Call with Akin team, Doug Brandon of TerreStar and Deloitte re dissolution of TerreStar Global Ltd. (.5).	1.00
12/17/12	ILR	0022 Correspondence with Deloitte re effective date.	0.50
12/17/12	DFP	0022 Correspondence to M. Miller re: Terrestar NY.	0.30
12/17/12	MSM	0022 Call New York Secretary of State division of dissolutions and division of reinstatement to determine what steps are necessary to reinstate and then dissolve TerreStar New York Inc. (.9); Communication with S. Naegel re TerreStar New York Inc. dissolution (.1).	1.70
12/18/12	MSM	0022 Review revised version of agreement with transfer agent and emails with M. Miller regarding same (0.5).	1.40
12/19/12	ILR	0022 Telephone conference with NYS Dept of Taxation and Revenue re dissolution of New York corporation and tax filings.	0.40
12/19/12	MSM	0022 Review comments to Transfer Agent Agreement from Transfer Agent (.4); Confer with Doug Brandon of TerreStar and Akin team re dissolution of TerreStar New York Inc. (.3); Review documents from Bermuda counsel re dissolution of TerreStar Global Ltd. (1.0).	3.20
12/19/12	SJC	0022 Correspond with CUSIP issuer re CUSIP of new common stock (.2);	1.30
12/19/12	JBS	0022 Prepare draft Certificates of Merger and Plans of Merger for five restructuring transactions (1.2).	0.20
12/20/12	ARB	0022 Emails to S. Crow, M. Miller and others regarding FCC approval and gating items for emergence (0.4).	1.00
12/20/12	MSM	0022 Call with Transfer Agent re emergence and share issuance (.3); Call CUSIP office re issuance of CUSIP (.2); Confer with Akin team re emergence (.2); Revise emergence date closing checklist (1.4); Call with Akin team re emergence date closing checklist (.7); Correspond with Deloitte re dissolution of TerreStar Global (.4).	1.90
12/20/12	SJC	0022 Assist corporate team with closing process.	0.60
12/20/12	JBS	0022 Review of revised checklist.	0.10
12/26/12	SLS	0022 Prepare list of dates related to exit for transmittal to Wachtell (.9) and correspondence to M. Snyder re: same (.1).	1.20
12/26/12	ILR	0022 Correspond with Deloitte re dissolution of TerreStar New York Inc. (.7); Revise emergence date closing checklist (.4); Call with J. Hess at Garden City Group re closing mechanics (.5); Correspondence to A. Dossick re TSC reorganization (.3).	0.50
12/26/12	MSM	0022 Several communications with corporate team and to A. Beane re effective date closing items and timing.	1.80
		Follow-up with S. Schultz and rest of Akin team on status of notes.	
		Telephone call with M. Snyder regarding closing (.2); telephone call with H. Jacobson regarding same (.2); internal closing call (.3); call with M. Snyder regarding timing of closing (.1) participate in call with M. Snyder and Akin team regarding open closing issues (.4);	
		Emails to M. Snyder, M. Miller and S. Schultz regarding documents required to effect the emergence and status and timing (0.5).	
		Call with Akin team re emergence (.3); Prepare for calls and review status of emergence documents (.2); Review Wachtell comments to emergence documents (.4); Call with Akin team and Wachtell re emergence (.4); Correspond with Wachtell re emergence documents and	

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
12/26/12	SJC	0022	comments (.2); Review Delaware law re authority for mergers (.3). Review extensive correspondence among Akin attorneys and counsel for preferreds regarding effective date and closing deliverables.	0.40
12/26/12	EYP	0022	Call re closing (.3); call with Posner (.3); review of correspondence (.4).	1.00
12/26/12	JJI	0022	Call w/ Akin team (.3), call with WLRK re: closing (.2), review closing checklist (.3)	0.80
12/28/12	ARB	0022	Correspondence with D. Brandon (.1, .1) and corporate team (.1, .1) re: going effective and related documents.	0.40
Total Hours				155.50

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
S L SCHULTZ	5.80	at	\$775.00	=	\$4,495.00
H B JACOBSON	1.50	at	\$755.00	=	\$1,132.50
R A TESTANI	1.00	at	\$925.00	=	\$925.00
A PREIS	3.00	at	\$775.00	=	\$2,325.00
I L ROSENBLATT	2.80	at	\$665.00	=	\$1,862.00
J F NEWDECK	0.20	at	\$650.00	=	\$130.00
S L NAEGEL	8.10	at	\$500.00	=	\$4,050.00
R J DONOHUE	2.50	at	\$570.00	=	\$1,425.00
J J IM	8.60	at	\$575.00	=	\$4,945.00
J B SMITH	4.00	at	\$600.00	=	\$2,400.00
A R BEANE	8.60	at	\$450.00	=	\$3,870.00
M STULL	14.80	at	\$410.00	=	\$6,068.00
S T CONWAY	22.70	at	\$380.00	=	\$8,626.00
M S MILLER	38.90	at	\$370.00	=	\$14,393.00
S J CROW	17.10	at	\$370.00	=	\$6,327.00
R J PRESA	0.30	at	\$400.00	=	\$120.00
K K HARDING	0.40	at	\$335.00	=	\$134.00
A B DOSSICK	11.80	at	\$375.00	=	\$4,425.00
D F PLUCINSKI	1.00	at	\$250.00	=	\$250.00
B R KEMP	0.90	at	\$215.00	=	\$193.50
T SOUTHWELL	0.80	at	\$235.00	=	\$188.00
D KRASA-BERSTELL	0.70	at	\$235.00	=	\$164.50

Current Fees \$68,448.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Meals - Business \$7.84

Current Expenses \$7.84

Total Amount of This Invoice \$68,456.34

Prior Balance Due \$492,254.50

Total Balance Due Upon Receipt \$560,710.84

Akin Gump
Strauss Hauer & Feld LLP

TERRESTAR NETWORKS
ATTN: DOUGLAS BRANDON
ONE DISCOVERY SQUARE
12010 SUNSET HILLS ROAD
SUITE 600
RESTON, VA 20190

Invoice Number 1465224
Invoice Date 02/15/13
Client Number 688669
Matter Number 0004

Re: TSC POSTPETITION

FOR PROFESSIONAL SERVICES RENDERED THROUGH 01/31/13 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	10.40	\$5,032.50
0003	Akin Gump Fee Application/Monthly Billing Reports	4.30	\$2,060.00
0004	Analysis of Other Professionals Fee Applications/Reports	4.10	\$1,372.50
0009	Financial Reports and Analysis	1.80	\$915.00
0010	DIP, Cash Collateral Usage and Exit Financing	15.00	\$8,373.50
0018	Tax Issues	0.40	\$266.00
0022	Plan/Disclosure Statement/Solicitation and Related Documentation	27.50	\$12,452.00
	TOTAL	<u>63.50</u>	<u>\$30,471.50</u>

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Bill Number: 1465224

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
01/03/13	SLS	0002 Review pleadings filed in Perez appeal (.3); communication to A Preis and J Sorkin regarding same (.3, .2, .1).	0.90
01/03/13	STC	0002 Review FCC releases for Public Notice reflecting concerns to transfer of control (.2) and draft emails to M. Snyder, D. Brandon, A. Preis, and S. Schultz on same (.2).	0.40
01/03/13	RJD	0002 Review filings in connection with Perez appeal (.5); internal correspondence regarding same (.2).	0.70
01/03/13	SJC	0002 Review correspondence from R. Presa re Perez appeal (.2); review motion filed by Perez (.6) and follow up correspondence from R. Presa (.3); review additional correspondence re appeal strategy from Akin team (.2, .1, .1).	1.50
01/03/13	RJP	0002 Review brief and motion filed in Perez appeal (.2); draft summary email to team (.5); correspondence to S. Schultz and other Akin attorneys re Perez appeal (1).	1.70
01/04/13	JLS	0002 Review and respond to correspondence regarding Perez appeal.	0.30
01/04/13	RJD	0002 Review draft response to filings in connection with Perez appeal (.5); internal correspondence regarding same (.3).	0.80
01/04/13	RJP	0002 Draft email to board regarding response to Perez motion for extension (.4).	0.40
01/07/13	RJP	0002 Monitor appeal docket (.1).	0.10
01/08/13	RJP	0002 Monitor appeal docket (.1); correspondence with Akin attorneys re same (.1).	0.20
01/10/13	RJP	0002 Communications with managing clerk's office regarding Perez appeal (.2); monitor docket for same (.1); correspondence to Akin attorneys regarding same (.1).	0.40
01/11/13	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
01/17/13	BRK	0002 Monitor docket regarding Aldo Perez appeal.	0.30
01/18/13	DKB	0002 Update transcripts file.	0.50
01/22/13	BRK	0002 Update case calendar.	0.20
01/23/13	JLS	0002 Review correspondence regarding Perez appeal.	0.10
01/23/13	RJP	0002 Monitor docket in Perez appeal (.1); correspondence to Akin attorneys regarding same (.2); update calendars (.1).	0.40
01/25/13	ARB	0002 Internal correspondence re contact information for Perez (.1, .1).	0.20
01/29/13	DKB	0002 Review and organize case file in preparation for archiving.	1.00
01/06/13	SJC	0003 Review and revise prebill with respect to task coding and privilege.	0.90
01/16/13	ARB	0003 Revise monthly invoice for redaction and task code issues.	1.10
01/17/13	SLS	0003 Review monthly fee application.	0.10
01/17/13	SJC	0003 Draft monthly fee statement (1.1); review exhibits (.3).	1.40
01/22/13	BRK	0003 File Twenty-Third Monthly Fee Application of Akin Gump.	0.60
01/22/13	SJC	0003 Finalize fee application for filing.	0.20
01/17/13	BRK	0004 File Nineteenth Monthly Fee Statement of Deloitte Tax for October 2012.	0.70
01/17/13	BRK	0004 File Eighteenth Monthly Fee Statement of Blackstone Advisory for November 2012.	0.70
01/17/13	SJC	0004 Review Blackstone invoice (.3); review Deloitte invoice (.3).	0.60
01/28/13	BRK	0004 File Nineteenth Monthly Fee Statement of Blackstone Advisory.	0.70
01/28/13	SJC	0004 Review and comment on Blackstone fee application (.2); work on fee chart of professionals (1.2).	1.40
01/11/13	ARB	0009 Correspondence with Blackstone re monthly operating report.	0.10
01/22/13	BRK	0009 File December 2012 Monthly Operating Report.	0.60
01/22/13	ARB	0009 Prepare monthly operating report (.6); correspondence to S. Schultz (.1) and D. Brandon (.1) re same; revise same (.3).	1.10
01/02/13	SJC	0010 Call with J. Tennant re DIP budgeting.	0.30
01/03/13	JJI	0010 Correspondence re updated budget (.2); call with Blackstone re updated budget (.1).	0.30

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
01/04/13	JJI	0010 Attention to closing deliverables.	0.20
01/10/13	JJI	0010 Draft officer's certificate (.2); coordinate delivery of officer's certificate (.1).	0.30
01/14/13	JJI	0010 Correspondence re closing (.2); draft summary of reporting covenants (.8).	1.00
01/24/13	SJC	0010 Call with J. Tennant re variance reporting.	0.20
01/25/13	JJI	0010 Draft officer's certificate and notice of default (.2); coordinate delivery of certificate and notice (.1).	0.30
01/28/13	SLS	0010 Telephone call regarding exit facility funding (.2) and related follow-up (.1).	0.30
01/28/13	ARB	0010 Participate in call re exit.	0.20
01/28/13	SJC	0010 Communication to J. Im re exit facility (.2); follow up call with corporate team re same (.2); call with J. Tennant re financial projections (.2).	0.60
01/28/13	JJI	0010 Call with WLRK re closing (.1); call with Blackstone regarding funding (.2); coordinate closing (.2); meet with A. Dossick re closing (.2).	0.70
01/28/13	ABD	0010 Attention to preparations for closing (1.5); meet with J. Im regarding same (.2).	1.70
01/29/13	ARB	0010 Call with J. Tennant re exit funding (.2); call with C. Anderson and J. Im re same (.3); call with C. Anderson re same (.3); review plan and related documents re same (.3); correspondence internally (.1, .1) and with Blackstone (.1, .1) re same.	1.50
01/29/13	SJC	0010 Several communications with Blackstone re forecasting for exit facility draw, including professional fees.	0.60
01/29/13	JJI	0010 Review TSC exit facility (.6); correspondence re draw (.2).	0.80
01/30/13	ARB	0010 Correspondence internally (.2, .1) and with Blackstone (.2) re exit funding.	0.50
01/30/13	SJC	0010 Review exit facility funding estimate from Blackstone (.2); correspondence to A. Beane re same (.1); email to N. Snyder re same (.1); follow-up emails to J. Im (.2, .2).	0.80
01/30/13	JJI	0010 Draft funds flow (1.1); correspondence with Blackstone regarding funds flow (.2); review source/uses spreadsheet (.3).	1.60
01/31/13	ARB	0010 Review claims register and flow of funds re exit funding (.4) and correspondence to Blackstone (.1, .1) and internally (.1) re same.	0.70
01/31/13	SJC	0010 Review correspondence from Deloitte re professional fee estimate for exit funding (.1); email Akin and Blackstone teams re same (.2); follow up with Deloitte and N. Snyder (.5); review claims register in connection with flow of funds (.8); correspondence with Blackstone re funds flow (.3).	1.90
01/31/13	JJI	0010 Review funds flow (.2); correspondence re funds flow (.3).	0.50
01/09/13	ILR	0018 Communications to M. Miller regarding franchise taxes.	0.40
01/02/13	SLN	0022 Review emergence details.	0.50
01/08/13	ILR	0022 Emails to M. Miller regarding pre-effectiveness mergers (.3).	0.30
01/08/13	DFP	0022 Analyze merger documents and conversion document for pre-clearance in Delaware (.4); telephone conference with service company to confirm fees re same (.2); prepare and send document for pre-clearance (.4).	1.00
01/08/13	MSM	0022 Revise merger and conversion documents (.8); submit documents to the Delaware Secretary of State for pre-clearance (.7); communications to D. Plucinski (.2) and S. Schultz (.1) re emergence.	1.80
01/09/13	DFP	0022 Telephone conference re merger requirements (.3); telephone conference with service company to confirm same (.3); analyze pre-clearance of documents for filing (1.0).	1.60
01/09/13	MSM	0022 Communications to I. Rosenblatt, S. Schultz and D. Brandon re annual reports of merging entities (1.0); revise merger documents and prepare merger documents for execution (1.0).	2.00
01/10/13	MSM	0022 Confer with Transfer Agent and Garden City Group re emergence date and logistics (.4); revise Notice of Distribution and exhibits (.3);	1.20

TERRESTAR NETWORKS
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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		correspondence to I. Rosenblatt and Transfer Agent re number of holders in initial issuance (.2); work on annual reports and merger documents (.3).	
01/11/13	MSM	0022 Work on 2013 annual reports of merging entities (.5).	0.50
01/14/13	MSM	0022 Confer with Akin team re emergence checklist (.2); prepare list of open issues for Wachtell (.2).	0.40
01/14/13	SJC	0022 Communications to S. Schultz and corporate team re effective date and closing deliverables.	0.30
01/17/13	SJC	0022 Calls and emails internally (.2) and to N. Snyder (.2) re effective date.	0.40
01/22/13	MSM	0022 Prepare merger and conversion documents for filing (.6); prepare final 2012 and 2013 annual reports of merging entities (.6).	1.20
01/22/13	SJC	0022 Follow up with M. Snyder re closing items.	0.20
01/24/13	MSM	0022 Revise Stockholders Agreement and Certificate of Incorporation of TerreStar Corporation re comments from Wachtell (.5).	0.50
01/25/13	ILR	0022 Communications to M. Miller regarding status of various open items required to go effective on the plan (.4).	0.40
01/25/13	MSM	0022 Review and revise transfer agent documents (.5); revise Notice of Distribution and exhibits (.8); discuss emergence date procedure with transfer agent (.3) and the Garden City Group (.3).	1.90
01/25/13	SJC	0022 Calls with N. Snyder (.2, .2) and communications to corporate team (.2, .1, .2) re effective date and closing tasks.	0.90
01/28/13	MSM	0022 Review and revise Notice of Distribution and exhibits (.6); prepare signature pages of emergence documents for execution (1.9); revise order to issue shares and order to cancel shares (.6); call with Wachtell re emergence (.2); call with the Garden City Group re emergence and the distribution process of the Notice of Distribution (.6); call with Transfer Agent re initial issuance and outstanding documents (.3).	4.20
01/29/13	ILR	0022 Review joinder to 1.4 LLC agreement and resolutions regarding the appointment of the independent manager and emails (.6) and communication to M. Miller regarding same (.2).	0.80
01/29/13	MSM	0022 Draft resolutions appointing independent manager of TerreStar 1.4 Holdings LLC (1.0); review LLC Agreement of TerreStar 1.4 Holdings LLC for independent manager appointment process (.5); draft joinder to LLC Agreement of TerreStar 1.4 Holdings LLC (.7); call with Transfer Agent re emergence and initial issuance (.5); prepare executed independent manager appointment documents for TerreStar 1.4 Holdings LLC (.4); communication to I. Rosenblatt re appointment of independent manager (.2); update email to S. Schultz re status of emergence documents (.3).	3.60
01/30/13	ILR	0022 Communications to S. Crow, M. Miller and others regarding the open items needed to go effective (.4).	0.40
01/31/13	ILR	0022 Emails to M. Miller and others regarding the open items required to go effective (.5).	0.50
01/31/13	MSM	0022 Prepare executed documents for Transfer Agent (.8); respond to Transfer Agent's request for documents and information (.7); correspond with Securex re SEC filing for TerreStar Corporation (.4); review compiled Notice of Distribution from the Garden City Group (1.0).	2.90
Total Hours			63.50

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
S L SCHULTZ	1.30	at	\$850.00	=	\$1,105.00
J L SORKIN	0.40	at	\$770.00	=	\$308.00
I L ROSENBLATT	2.80	at	\$665.00	=	\$1,862.00
S L NAEGEL	0.50	at	\$560.00	=	\$280.00

TERRESTAR NETWORKS
Bill Number: 1465224

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<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
R J DONOHUE	1.50	at	\$630.00	=	\$945.00
J J IM	5.70	at	\$615.00	=	\$3,505.50
A R BEANE	5.40	at	\$650.00	=	\$3,510.00
S T CONWAY	0.40	at	\$475.00	=	\$190.00
M S MILLER	20.20	at	\$450.00	=	\$9,090.00
S J CROW	12.20	at	\$450.00	=	\$5,490.00
R J PRESA	3.20	at	\$460.00	=	\$1,472.00
A B DOSSICK	1.70	at	\$440.00	=	\$748.00
D F PLUCINSKI	2.60	at	\$260.00	=	\$676.00
B R KEMP	4.10	at	\$225.00	=	\$922.50
D KRASA-BERSTELL	1.50	at	\$245.00	=	\$367.50

Current Fees

\$30,471.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Other	\$164.84
Corporate Service Fees	\$2,470.00
Court Cost	\$37.00
Document Retrieval	\$392.30
Document Production - Off Site	\$154.00
Research	\$176.10
Audio and Web Conference Services	\$2.07

Current Expenses

\$3,396.31

Total Amount of This Invoice

\$33,867.81

Prior Balance Due

\$459,232.50

Total Balance Due Upon Receipt

\$493,100.31

Akin Gump
Strauss Hauer & Feld LLP

TERRESTAR NETWORKS
ATTN: DOUGLAS BRANDON
ONE DISCOVERY SQUARE
12010 SUNSET HILLS ROAD
SUITE 600
RESTON, VA 20190

Invoice Number 1469925
Invoice Date 03/15/13
Client Number 688669
Matter Number 0004

Re: TSC POSTPETITION

FOR PROFESSIONAL SERVICES RENDERED THROUGH 02/28/13 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	0.80	\$440.00
0003	Akin Gump Fee Application/Monthly Billing Reports	6.10	\$2,947.50
0004	Analysis of Other Professionals Fee Applications/Reports	1.30	\$427.50
0009	Financial Reports and Analysis	1.10	\$417.50
0010	DIP, Cash Collateral Usage and Exit Financing	7.10	\$3,951.00
0017	General Adversary Proceedings/Litigation Matters	66.50	\$34,467.00
0022	Plan/Disclosure Statement/Solicitation and Related Documentation	10.20	\$4,165.00
	TOTAL	<u>93.10</u>	<u>\$46,815.50</u>

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/06/13	ARB	0002 Correspondence re NDA (.1, .1) and review files re same (.2).	0.40
02/06/13	SJC	0002 Research re NDA.	0.40
02/04/13	SJC	0003 Review and revise prebill with respect to task coding and privilege.	0.70
02/07/13	ARB	0003 Revise monthly invoice for task coding and redaction purposes.	0.60
02/14/13	SLS	0003 Review exhibit to monthly fee statement.	0.60
02/14/13	SJC	0003 Correspondence to A. Beane re fee application.	0.30
02/18/13	SJC	0003 Draft monthly fee application.	0.80
02/19/13	SJC	0003 Continue working on monthly fee application.	1.50
02/20/13	BRK	0003 File January Monthly Fee Statement of Akin Gump.	0.70
02/20/13	SJC	0003 Work on exhibits to monthly fee application (.5); coordinate filing and service of same (.4).	0.90
02/04/13	SJC	0004 Review Deloitte November fee statement.	0.30
02/05/13	BRK	0004 File Twentieth Monthly Fee Statement of Deloitte Tax.	0.70
02/06/13	SJC	0004 Correspondence to S. Schultz and D. Brandon re professional fees.	0.20
02/07/13	SJC	0004 Review correspondence from D. Brandon re professional fees.	0.10
02/19/13	ARB	0009 Prepare January monthly operating report.	0.40
02/20/13	BRK	0009 File January 2013 Operating Report.	0.70
02/01/13	SJC	0010 Correspondence with Blackstone re funds flow.	0.20
02/01/13	JJI	0010 Review updated funds flow.	0.20
02/07/13	JJI	0010 Call with WLRK re closing (.1); correspondence re closing (.1).	0.20
02/08/13	JJI	0010 Draft officer's certificate (.1); coordinate delivery of officer's certificate (.1).	0.20
02/21/13	JJI	0010 Draft officer's certificate (.1); coordinate delivery of officer's certificate (.1).	0.20
02/26/13	SJC	0010 Call with J. Im re DIP termination (.2); correspondence to S. Schultz re same (.2); follow up communications with Blackstone (.3).	0.70
02/26/13	JJI	0010 Draft email re maturity date (.1); call with S. Crow re DIP (.2); correspondence re maturity date (.3); review closing items (.2).	0.80
02/27/13	SLN	0010 Review comments to exit facility.	0.40
02/27/13	JJI	0010 Correspondence re closing (.5); review revised draft of credit agreement (1.4); coordinate closing deliverables (.4).	2.30
02/27/13	ABD	0010 Attention to exit facility closing preparations.	1.10
02/28/13	JJI	0010 Correspondence re closing (.2); review/comment on funds flow (.2); review revised draft of credit agreement (.1).	0.50
02/28/13	ABD	0010 Prepare for closing.	0.30
02/04/13	BRK	0017 Monitor docket regarding Aldo Perez appeal.	0.30
02/04/13	SJC	0017 Correspondence to B. Kemp re Perez appeal.	0.20
02/14/13	JLS	0017 Review correspondence regarding Perez appeal.	0.10
02/14/13	RJD	0017 Review docket in connection with pro se litigant appeal (.3); internal correspondence regarding same (.2).	0.50
02/14/13	RJP	0017 Monitor docket (.1); correspondence with Akin attorneys re Perez appeal (.2); review pleadings drafted in preparation for motion to dismiss (.3).	0.60
02/15/13	BRK	0017 Monitor docket regarding Aldo Perez appeal.	0.30
02/19/13	BRK	0017 Monitor docket regarding Aldo Perez appeal.	0.30
02/19/13	RJP	0017 Research re appeal (7.0); correspondence to J. Sorkin re same (.1).	7.10
02/20/13	RJP	0017 Research legal issues in connection with Perez appeal (2.8); draft and revise legal argument and factual background of motion to dismiss (4.3).	7.10
02/21/13	RJP	0017 Research re appeal (2.9); draft and revise motion to dismiss Perez appeal (3.3); correspondence with Akin attorneys re same (.2).	6.40
02/22/13	JLS	0017 Review correspondence re Perez appeal (.2); analyze issues re responding to Perez appeal (.2).	0.40
02/22/13	SLS	0017 Review Perez appellate brief (1.0); communications to R. Presa (.2) and M. Snyder (.2) regarding same.	1.40
02/22/13	RJD	0017 Review docket and opening brief in connection with pro se litigant appeal (.9); internal communications with R. Presa regarding same (.2,	2.40

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/22/13	SJC	0017	.3, .3); revise correspondence to court regarding same (.7). Review brief filed by Perez. 0.30
02/22/13	RJP	0017	Review opening brief filed by Perez in district court appeal (.5); draft and revise letter to the court regarding same (1.7); communications with S. Schultz (.2), R. Donohue (.2, .3, .3) and client (.3) regarding response; teleconference with district court clerk regarding same (.1). 3.60
02/25/13	SLS	0017	Review and comment on letter regarding pending Perez appeal. 1.20
02/25/13	RJD	0017	Review opening brief in connection with pro se litigant appeal (.7); internal correspondence regarding same (.3, .3, .3); revise correspondence to court regarding same (.9). 2.50
02/25/13	RJP	0017	Revise letter to Judge Abrams regarding Perez appeal (1.3); communications to R. Donohue re same (.2); send letter to judge and prepare for service to Perez (.3). 1.80
02/26/13	JLS	0017	Review correspondence regarding Perez appeal. 0.30
02/26/13	BRK	0017	Monitor docket regarding Aldo Perez appeal. 0.30
02/26/13	RJD	0017	Review docket and correspondence in connection with pro se litigant appeal (.9); internal correspondence regarding same (.3, .3, .2); draft and revise opposition to pro se litigant appeal (1.1); internal correspondence regarding same (.3, .2, .2). 3.50
02/26/13	SJC	0017	Review letter from counsel for Perez (.3); review shareholder blog re appeal (.4). 0.70
02/26/13	RJP	0017	Correspondence with Akin attorneys regarding Perez appeal (.2, .1, .2); monitor docket (.1, .1); review letter from Perez to court (.2); correspondence to R. Donohue regarding Perez appeal (.3); review briefing in examiner motions and appeal (.4); outline response to appellate brief (1.4). 3.00
02/27/13	JLS	0017	Work on response to Perez appeal. 0.50
02/27/13	SLS	0017	Review outline to response to Perez appeal (.2); communications to R. Presa regarding same (.2). 0.40
02/27/13	RJD	0017	Review filings in connection with pro se litigant appeal (1.1); internal correspondence regarding same (.3, .2, .2); draft and revise opposition to pro se litigant appeal (1.1); internal correspondence regarding same (.3, .2, .2). 3.60
02/27/13	RJP	0017	Research law relevant to appeal of examiner order (1.5); draft appellee brief in same (2.8); correspondence to S. Schultz and other Akin attorneys regarding appellee brief in Perez appeal (.3). 4.90
02/28/13	ARB	0017	Communications with R. Presa and S. Crow (.3) and S. Crow (.2) re Perez appeal. 0.50
02/28/13	RJD	0017	Review filings in connection with pro se litigant appeal (.5); internal correspondence regarding same (.3, .2, .1); draft and revise opposition to pro se litigant appeal (.5); internal correspondence regarding same (.3, .2, .2). 2.30
02/28/13	SJC	0017	Communications to A. Beane and R. Presa re Perez appeal briefing (.5); review litigation outline (.3); work on inserts for brief (.5). 1.30
02/28/13	RJP	0017	Research case law for appeal of denial of examiner motion (.8); draft and revise appellee brief (6.9); communications to S. Crow and A. Beane re brief (.4); further correspondence to R. Donohue and S. Crow re same (.1, .2, .1); correspondence with A. Preis re brief (.2). 8.70
02/01/13	DFP	0022	Prepare documents re dissolution of TerreStar New York, Inc. 1.50
02/01/13	MSM	0022	Review regulations re required documents re dissolution of TerreStar New York Inc. (.4); prepare Certificate of Dissolution, board consent and shareholder consent re dissolution of TerreStar New York Inc. (.7); prepare dissolution documents for execution (.2); prepare service company Power of Attorney (.2). 1.50
02/04/13	DFP	0022	Analyze executed dissolution documents for TerreStar New York, Inc. (.9); conference with service company re same (.3). 1.20
02/04/13	MSM	0022	Prepare executed copies of dissolution documents for TerreStar New 1.00

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Bill Number: 1469925

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03/15/13

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
		York, Inc.		
02/11/13	MSM	0022	Correspond with Wachtell re shareholder agreement.	0.40
02/12/13	DFP	0022	Prepare and send Dissolution documents POA, Tax Returns and checks to New York service company for filing re TerreStar New York, Inc.	1.30
02/27/13	SLS	0022	Communications with Akin working group regarding plan going effective.	0.30
02/27/13	ILR	0022	Communications to S. Schultz, M. Miller, and J. Im regarding status and open items for emergence (.8); emails with M. Snyder regarding same (.2).	1.00
02/27/13	MSM	0022	Calls with Akin team re revised emergence date set by Wachtell (.3); revise merger documents of TerreStar Holdings, Motient Venture Holdings, Motient Services and Motient License to reflect new Wachtell timeline (1.5); revise Motient Communications limited liability conversion documents to reflect new Wachtell timeline (.2).	2.00
Total Hours				93.10

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
S L SCHULTZ	3.90	at	\$850.00	=	\$3,315.00
J L SORKIN	1.30	at	\$770.00	=	\$1,001.00
I L ROSENBLATT	1.00	at	\$665.00	=	\$665.00
S L NAEGEL	0.40	at	\$560.00	=	\$224.00
R J DONOHUE	14.80	at	\$630.00	=	\$9,324.00
J J IM	4.40	at	\$615.00	=	\$2,706.00
A R BEANE	1.90	at	\$650.00	=	\$1,235.00
M S MILLER	4.90	at	\$450.00	=	\$2,205.00
S J CROW	8.60	at	\$450.00	=	\$3,870.00
R J PRESA	43.20	at	\$460.00	=	\$19,872.00
A B DOSSICK	1.40	at	\$440.00	=	\$616.00
D F PLUCINSKI	4.00	at	\$260.00	=	\$1,040.00
B R KEMP	3.30	at	\$225.00	=	\$742.50

Current Fees

\$46,815.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Other	\$289.57
Computerized Legal Research - Westlaw	\$788.84
Courier Service/Messenger Service- Off Site	\$22.02
Postage	\$20.31
Audio and Web Conference Services	\$8.57
Transcripts	\$1,692.36

Current Expenses

\$2,821.67

Total Amount of This Invoice

\$49,637.17

Prior Balance Due

\$493,100.31

TERRESTAR NETWORKS
Bill Number: 1469925

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Total Balance Due Upon Receipt

\$542,737.48

Akin Gump
Strauss Hauer & Feld LLP

TERRESTAR NETWORKS
ATTN: DOUGLAS BRANDON
ONE DISCOVERY SQUARE
12010 SUNSET HILLS ROAD
SUITE 600
RESTON, VA 20190

Invoice Number 1475132
Invoice Date 04/11/13
Client Number 688669
Matter Number 0004

Re: TSC POSTPETITION

FOR PROFESSIONAL SERVICES RENDERED THROUGH 03/31/13 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	0.80	\$642.50
0003	Akin Gump Fee Application/Monthly Billing Reports	0.40	\$180.00
0004	Analysis of Other Professionals Fee Applications/Reports	1.10	\$337.50
0010	DIP, Cash Collateral Usage and Exit Financing	15.90	\$8,568.00
0017	General Adversary Proceedings/Litigation Matters	67.30	\$33,162.00
0022	Plan/Disclosure Statement/Solicitation and Related Documentation	32.00	\$14,500.50
	TOTAL	<u>117.50</u>	<u>\$57,390.50</u>

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/05/13	SLS	0002 Prepare agenda for initial board meeting.	0.70
03/07/13	STC	0002 Draft email to A. Beane regarding status of FCC applications.	0.10
03/06/13	SJC	0003 Review and revise prebill with respect to task coding and privilege.	0.40
03/01/13	SJC	0004 Review and comment on Blackstone fee application.	0.40
03/04/13	BRK	0004 File Twentieth Monthly Statement of Blackstone Advisory.	0.70
03/01/13	ABD	0010 Attention to preparations for closing.	0.10
03/04/13	JJI	0010 Coordinate deliverables (.3); review closing deliverables and funds flow (.4); correspondence/calls re closing (.3).	1.00
03/04/13	ABD	0010 Attention to preparations for closing.	1.50
03/05/13	JJI	0010 Revise funds flow (.3); coordinate closing (1.2).	1.50
03/05/13	ABD	0010 Preparations for closing.	1.20
03/06/13	SJC	0010 Revise funds flow to include claims detail.	3.20
03/06/13	JJI	0010 Coordinate closing (2.3); correspondence re closing (1.2); revise funds flow (.2); revise closing deliverables (.5).	4.20
03/06/13	ABD	0010 Preparations for closing.	0.70
03/07/13	JJI	0010 Coordinate closing (1.6); calls re closing (.5).	2.10
03/07/13	ABD	0010 Attention to preparations for closing.	0.40
02/07/13	BRK	0017 Monitor docket regarding Aldo Perez appeal.	0.30
03/01/13	ARB	0017 Review and comment on draft outline re Perez brief (1.2) and research re same (1.5); call with R. Presa re same (.4).	3.10
03/01/13	RJP	0017 Research re brief (2.1); draft and revise appellee brief (3.2); correspondence with Akin attorneys re same (.2).	5.50
03/03/13	SJC	0017 Draft inserts for Perez appeal brief.	3.00
03/04/13	BRK	0017 Monitor docket regarding Aldo Perez appeal.	0.30
03/04/13	SJC	0017 Draft inserts for Perez brief.	3.10
03/04/13	RJP	0017 Draft and revise appellee brief in Perez appeal (3.6); confer and correspondence with Akin attorneys re same (.6).	4.20
03/05/13	JLS	0017 Review and confer with R. Presa regarding case.	0.20
03/05/13	ARB	0017 Review and comment on draft brief (.6) and discuss with R. Presa (.4).	1.00
03/05/13	ARB	0017 Continue revising brief.	2.50
03/05/13	RJD	0017 Review filings in connection with pro se litigant appeal (1.3) and discuss same with R. Presa (.4); review opposition to pro se litigant appeal (1.1); internal correspondence regarding same (.3, .2, .2).	3.50
03/05/13	SJC	0017 Review and comment on Perez appeal brief (2.5) and discuss same with R. Presa (.5).	3.00
03/05/13	RJP	0017 Revise appellee brief in Perez appeal (6.1); discuss same with S. Crow (.5); R. Donohue (.4); J. Sorkin (.2); and A. Beane (.4) re same.	7.60
03/06/13	ARB	0017 Continue reviewing and revising brief (1.8); call with R. Presa re same (.2).	2.00
03/06/13	RJD	0017 Review and revise opposition to pro se appeal (1.9) and confer with R. Presa re same (.5).	2.40
03/06/13	SJC	0017 Review revised appeal brief.	0.30
03/06/13	RJP	0017 Revise Perez appellee brief (4.8); confer with R. Donohue (.5) and A. Beane (.2) re same.	5.50
03/07/13	JLS	0017 Review and edit brief in opposition to Perez appeal.	1.00
03/07/13	SLS	0017 Review and comment on Perez appellate brief.	0.90
03/07/13	ARB	0017 Continue reviewing and commenting on brief.	0.80
03/07/13	MAG	0017 Cite check and proofread Appellee's Brief re Aldo Perez (6.0); edit Table of Authorities re same (2.0).	8.00
03/07/13	RJD	0017 Review and revise draft opposition to pro se appeal (1.7); correspondence with R. Presa regarding same (.3, .3, .2); prepare for filing (.6).	3.10
03/07/13	RJP	0017 Revise and edit Perez appellate brief (3.8); correspondence with R. Donohue re Perez appeals (.7); review motion for extension of time (.2); research deadline for notice of appeal and draft email summarizing same	6.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
		(.6); correspondence with Akin attorneys regarding brief (.7).		
03/01/13	DFP	0022	Conference with M. Miller re merger filings (.3); conference with Delaware service company re same (.5).	0.80
03/01/13	MSM	0022	Revise merger documents to reflect revised closing date (1.0); review transaction documents in anticipation of closing (.5); prepare executed versions of transaction and merger documents (.5); correspond with D. Plucinski (.3) and Garden City Group (.3) regarding revised closing date and new timeline; revise Form 8K draft and send to Wachtell for comment (.2).	2.80
03/04/13	ILR	0022	Meetings with M. Miller (.4) regarding open items for going effective and research re same (.8).	1.20
03/04/13	DFP	0022	Prepare Delaware Merger and Conversion filings (1.1); conference with M. Miller re Annual Report for Terrestar (.3); file amended report (.7); send document for pre-clearance (.3).	2.40
03/04/13	MSM	0022	Calls with Wachtell (.5), I. Rosenblatt (.4) and D. Plucinski (.3) re merger filings and revise documents based on calls (.5); prepare affidavit re franchise tax and issued shares of TerreStar Holdings Inc. (1.0); prepare, finalize and file merger and conversion documents and annual reports (.4).	3.10
03/05/13	ILR	0022	Emails with M. Miller regarding open items for going effective.	0.40
03/05/13	DFP	0022	Conference with Delaware Franchise Tax Division re refunded tax payments and amended annual reports (.5) and research re same (2.0).	2.50
03/05/13	MSM	0022	Finalize and file revised merger documents reflecting March 4 merger and conversion date (.5); prepare revised executed versions of transaction and merger documents based on new closing date (1.0); correspond with Transfer Agent (.2), Garden City Group (.2) and Akin team (.3) regarding revised closing date and new timeline; revise Notice of Distribution and prepare for distribution by Garden City Group (.6); revise Order to Cancel Outstanding Stock and distribute to Transfer Agent (.4); distribute Transfer Agent documents to Wachtell (.5).	3.70
03/06/13	ILR	0022	Telephone call with preferred's counsel regarding open items and status (.3); telephone calls with M. Miller regarding open items to go effective (1.0).	1.30
03/06/13	DFP	0022	Prepare and file Ninth Amended and Restated Certificate of Incorporation for TerreStar Corporation in Delaware.	0.50
03/06/13	MSM	0022	Calls with Transfer Agent re emergence procedures and fees (1.0); revise and distribute transfer agent documents and Order to Cancel Stock to Transfer Agent (.7); calls with I. Rosenblatt re restrictive legends on certificates, other issuance matters and closing procedures (1.0); revise Certificate of Incorporation regarding comments from the Delaware Secretary of State and file (1.1); revise Transfer Agent Agreement and Fee Schedule re comments from Wachtell and confirm changes with the Transfer Agent (1.5); review information on Delaware annual reports for 2012 (.7); revise LLC Agreement of Motient Communications LLC (.4); revise Notice of Distribution and exhibits and distribute to Garden City Group (1.0).	7.40
03/07/13	SLS	0022	Assist with coordinating plan closing.	0.60
03/07/13	ILR	0022	Emails with M. Miller and others regarding the closing of the transactions and the effectiveness of the plan.	1.00
03/07/13	JFN	0022	Emails with A. Beane re FINRA requests re TSC bankruptcy.	0.20
03/07/13	ARB	0022	Communications with team re effective date (.2); revise notice of occurrence of effective date (.4) and email GCG re same (.1).	0.70
03/07/13	MSM	0022	Coordinate with Transfer Agent and Garden City Group re closing matters, Notice of Distribution, cancellation of stock and prepare closing set (2.0); distribute closing document to Transfer Agent and Garden City Group (.2); review, finalize and file Form 8K (.8).	3.00
03/07/13	SJC	0022	Assist with closing tasks.	0.40

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
Total Hours			117.50

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
S L SCHULTZ	2.20	at	\$850.00	=	\$1,870.00
J L SORKIN	1.20	at	\$770.00	=	\$924.00
I L ROSENBLATT	3.90	at	\$665.00	=	\$2,593.50
J F NEWDECK	0.20	at	\$750.00	=	\$150.00
R J DONOHUE	9.00	at	\$630.00	=	\$5,670.00
J J IM	8.80	at	\$615.00	=	\$5,412.00
A R BEANE	10.10	at	\$650.00	=	\$6,565.00
S T CONWAY	0.10	at	\$475.00	=	\$47.50
M S MILLER	20.00	at	\$450.00	=	\$9,000.00
S J CROW	13.80	at	\$450.00	=	\$6,210.00
R J PRESA	28.80	at	\$460.00	=	\$13,248.00
A B DOSSICK	3.90	at	\$440.00	=	\$1,716.00
D F PLUCINSKI	6.20	at	\$260.00	=	\$1,612.00
B R KEMP	1.30	at	\$225.00	=	\$292.50
M A GYURE	8.00	at	\$260.00	=	\$2,080.00

Current Fees

\$57,390.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Other	\$15.51
Computerized Legal Research - Westlaw	\$2,659.16
Corporate Service Fees	\$6,401.59
Meals (100%)	\$20.00
Audio and Web Conference Services	\$2.74

Current Expenses

\$9,099.00

Total Amount of This Invoice

\$66,489.50

Prior Balance Due

\$474,689.90

Total Balance Due Upon Receipt

\$541,179.40

EXHIBIT C

**Hours and Billing Rate Schedule for the
Fifth Interim Period**

TERRESTAR CORPORATION SUMMARY OF TIMEKEEPERS JULY 1, 2012 THROUGH MARCH 7, 2013				
PARTNERS	2012 HOURLY BILLING RATE	2013 HOURLY BILLING RATE	TOTAL HOURS	TOTAL AMOUNT
Ira S. Dizengoff	\$1,050.00		8.10	\$8,505.00
Howard B. Jacobson	\$755.00		8.40	\$6,342.00
Arik Preis	\$775.00		234.90	\$182,047.50
Sarah Link Schultz	\$775.00	\$850.00	233.20	\$181,285.00
Joseph L. Sorkin	\$730.00	\$770.00	111.65	\$81,620.50
Rosa Testani	\$925.00		10.30	\$9,527.50
SENIOR COUNSEL & COUNSEL	2012 HOURLY BILLING RATE	2013 HOURLY BILLING RATE	TOTAL HOURS	TOTAL AMOUNT
Wendy Curtis	\$560.00		21.90	\$12,264.00
Ryan J. Donohue	\$570.00	\$630.00	103.10	\$60,285.00
Jaisohn Im		\$615.00	18.90	\$11,623.50
Joanna Newdeck	\$650.00	\$750.00	70.20	\$45,650.00
Ira L. Rosenblatt	\$665.00	\$665.00	29.80	\$19,817.00
Jeremy B. Smith	\$600.00		39.10	\$23,460.00
Roman Troitsky	\$650.00		18.00	\$11,700.00
ASSOCIATES	2012 HOURLY BILLING RATE	2013 HOURLY BILLING RATE	TOTAL HOURS	TOTAL AMOUNT
John Bain	\$450.00		5.20	\$2,340.00
Ashley R. Beane	\$450.00	\$650.00	435.75	\$199,567.50
Justin H. Bell	\$570.00	\$570.00	19.80	\$11,286.00
Sean T. Conway	\$380.00	\$475.00	77.20	\$29,383.50
Sarah J. Crow	\$370.00	\$450.00	330.90	\$125,201.00

Alyssa Dossick	\$375.00	\$440.00	18.80	\$7,505.00
Kimberly K. Harding	\$335.00		9.10	\$3,048.50
Jaisohn Im	\$575.00	\$575.00	34.40	\$19,780.00
Michael S. Miller	\$370.00	\$450.00	126.00	\$50,228.00
Shannen Naegel	\$500.00		13.70	\$6,850.00
Rachel Presa	\$400.00	\$460.00	238.10	\$99,752.00
Machir Stull	\$410.00		14.80	\$6,068.00
LEGAL ASSISTANTS	2012 HOURLY BILLING RATE	2013 HOURLY BILLING RATE	TOTAL HOURS	TOTAL AMOUNT
Melissa Gyure	\$250.00	\$260.00	146.00	\$36,580.00
Dmitry B. Iofe	\$225.00		18.50	\$4,162.50
Brenda R. Kemp	\$215.00	\$225.00	92.80	\$20,039.00
Dagmara Krasa-Berstell	\$235.00	\$245.00	56.60	\$13,316.00
Massai Leonard	\$220.00		9.00	\$1,980.00
Jim W. Ma	\$240.00		10.30	\$2,472.00
Daniel F Plucinski	\$250.00	\$260.00	16.90	\$4,353.00
Charlie Torres	\$230.00		25.60	\$5,888.00
TOTAL			2630.90	\$1,313,543.50

EXHIBIT D

**Compensation by Project Category for the
Fifth Interim Period**

TERRESTAR CORPORATION
SUMMARY BY TASK
JULY 1, 2012 THROUGH MARCH, 2013

	TOTAL HOURS	TOTAL FEES
Case Administration	187.10	\$81,562.00
Akin Gump Fee Application / Monthly Billing Reports	126.90	\$57,237.00
Analysis of Other Professionals' Fee Applications/Reports	44.20	\$14,844.00
Retention of Professionals	13.90	\$7,342.50
Court Hearings	249.90	\$109,175.00
Financial Reports and Analysis	22.90	\$10,099.00
DIP, Cash Collateral Usage and Exit Financing	133.50	\$72,963.00
General Claims Analysis/Claims Objections	517.10	\$264,541.00
General Adversary Proceedings/Litigation Matters	163.30	\$80,645.50
Tax Issues	31.80	\$20,136.00
Exclusivity	2.50	\$925.00
Plan/Disclosure Statement/ Solicitation and Related Documentation	1104.40	\$573,739.00
Asset/Stock Transaction / Business Liquidations	0.20	\$74.00
Travel Time	33.20	\$20,260.50
TOTAL	2630.90	\$1,313,543.50

EXHIBIT E

**Expenses by Category for the
Fifth Interim Period**

TERRESTAR CORPORATION
SUMMARY OF EXPENSES
JULY 1, 2012 THROUGH MARCH 7, 2013

Audio and Web Conference Services	\$431.29
Computerized Legal Research	\$14,384.52
Corporate Service Fees	\$10,709.83
Courier Service / Messenger Service - Off Site	\$1,405.22
Court Costs	\$293.00
Document Retrieval	\$962.30
Document Production and Duplication	\$4,953.56
Meals	\$947.70
Postage	\$39.51
Research	\$176.10
Telephone - Long Distance	\$209.00
Transcripts	\$5,430.38
Travel - Airfare	\$9,353.40
Travel - Ground Transportation	\$2,373.10
Travel - Lodging	\$2,927.48
Travel - Parking	\$52.13
Travel - Telephone & Fax	\$17.27
TOTAL	\$54,665.79

EXHIBIT F

**Hours and Billing Schedule
for the Final Fee Period**

TERRESTAR CORPORATION SUMMARY OF TIMEKEEPERS FEBRUARY 16, 2011 THROUGH MARCH 7, 2013							
PARTNERS	DEPARTMENT	STATE OF BAR ADMISSION - YEAR	2011 HOURLY BILLING RATE	2012 HOURLY BILLING RATE	2013 HOURLY BILLING RATE	TOTAL HOURS	TOTAL AMOUNT
Tom W. Davidson	Communications	District of Columbia - 1991	\$705.00	\$720.00		36.50	\$25,855.50
Ira S. Dizengoff	Financial Restructuring	New York - 1993	\$975.00	\$1,050.00		171.00	\$172,117.50
David J. D'Urso	Corporate	New York - 1997	\$740.00			10.70	\$7,918.00
Howard B. Jacobson	Tax	District of Columbia - 1979	\$740.00	\$755.00		67.40	\$48,210.00
Arik Preis	Financial Restructuring	New York - 2001	\$700.00	\$775.00		709.20	\$520,160.00
Sarah Link Schultz	Financial Restructuring	Texas - 2001	\$700.00	\$775.00	\$850.00	1,247.30	\$875,452.50
Joseph L. Sorkin	Litigation	Texas - 2001	\$650.00	\$730.00	\$770.00	604.80	\$416,230.50
Rosa Testani	Corporate	New York - 1988	\$910.00	\$925.00		51.20	\$46,988.00
Zachary Wittenberg	Corporate	District of Columbia - 1999	\$665.00	\$680.00		30.10	\$20,133.50
SENIOR COUNSEL & COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION - YEAR	2011 HOURLY BILLING RATE	2012 HOURLY BILLING RATE	2013 HOURLY BILLING RATE	TOTAL HOURS	TOTAL AMOUNT
Ashleigh Blaylock	Financial Restructuring	New York - 2007	\$550.00	\$600.00		40.70	\$23,305.00
Wendy Curtis	Corporate	Texas - 2005		\$560.00		21.90	\$12,264.00
Ryan J. Donohue	Litigation	New York - 2007	\$535.00	\$570.00	\$630.00	986.20	\$543,570.00
Anthony Hill	Litigation	District of Columbia - 2005	\$520.00			30.20	\$15,704.00

Jaisohn Im	Corporate	New York - 2008	\$510.00	\$575.00	\$615.00	105.70	\$58,683.00
Shannen Naegel	Tax	Virginia - 2007	\$440.00	\$500.00	\$560.00	80.90	\$38,158.00
Joanna Newdeck	Financial Restructuring	District of Columbia - 2006	\$625.00	\$650.00	\$750.00	584.40	\$363,078.75
Heather Pellegrino	Litigation	District of Columbia - 2001	\$560.00			23.10	\$12,936.00
Kimberly Reindl	Communications	District of Columbia - 1998	\$560.00	\$575.00		25.80	\$12,637.50
Ira L. Rosenblatt	Corporate	New York - 1999	\$650.00	\$665.00	\$665.00	50.80	\$33,543.50
Meng Ru	Corporate	New York - 2005	\$585.00	\$630.00		90.20	\$54,234.00
Jeremy B. Smith	Corporate	New York - 2007	\$535.00	\$600.00		244.60	\$139,421.50
Roman Troitsky	Corporate	New York - 2001		\$650.00		18.00	\$11,700.00
Jacob J. Waldman	Litigation	New York - 2005	\$585.00			77.40	\$45,279.00
ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION - YEAR	2011 HOURLY BILLING RATE	2012 HOURLY BILLING RATE	2013 HOURLY BILLING RATE	TOTAL HOURS	TOTAL AMOUNT
John Bain	Real Estate	Texas - 2007		\$450.00	\$450.00	9.80	\$4,410.00
Joel Bailey	Litigation	Texas - 2009		\$410.00		31.80	\$13,038.00
Ashley R. Beane	Financial Restructuring	Texas - 2008	\$400.00	\$450.00	\$650.00	1,868.00	\$775,427.50
Justin H. Bell	Litigation	New York - 2007	\$535.00	\$570.00	\$570.00	603.60	\$332,398.50
John Capehart	Litigation	Texas - 2010	\$335.00			7.40	\$2,479.00
Andrew Casillas	Litigation	Texas - 2010	\$335.00	\$370.00		34.50	\$12,698.50
Richard Cella	Litigation	Texas - 2011		\$360.00		47.10	\$16,956.00

Riana A. Cohen	Financial Restructuring	New York - 2011	\$360.00	\$425.00	\$425.00	\$425.00	32.40	\$11,396.00
Sean T. Conway	Communications	New York - 2010	\$350.00	\$380.00	\$475.00		134.70	\$49,700.00
Michael K. Cross	Litigation	New York - 2010	\$400.00				57.40	\$22,960.00
Sarah J. Crow (Woodell)	Financial Restructuring	Texas - 2010	\$335.00	\$370.00	\$450.00		1,744.60	\$606,601.25
Alyssa Dossick	Corporate	New Jersey - 2011		\$375.00	\$440.00		14.90	\$5,789.00
Rishikesh Gadhia	Corporate	New York - 2009	\$460.00				8.00	\$3,680.00
Kimberly K. Harding	Communications	New York - 2012		\$335.00			9.10	\$3,048.50
Lindsey Harmon	Litigation	Texas - 2009		\$410.00			52.90	\$21,689.00
Joshua Hedrick	Litigation	Texas - 2007	\$440.00				13.20	\$5,808.00
William Holtzman	Corporate						5.90	\$650.00
Amanda Kane	Litigation	District of Columbia - 2011	\$360.00	\$390.00			67.90	\$25,635.00
David Kazlow	Financial Restructuring	New York - 2008	\$510.00	\$575.00			91.60	\$50,219.50
Clayton Ketter	Financial Restructuring	Texas - 2007	\$440.00				195.60	\$86,064.00
Ryan McAuliffe*	Litigation	*Not Yet Admitted		\$375.00			99.00	\$37,125.00
Michael S. Miller	Corporate	California - 2010		\$370.00	\$450.00		106.00	\$41,228.00
Connor Mullin	Litigation	District of Columbia - 2009	\$360.00				34.00	\$12,240.00
Andrew Newman	Litigation	Texas - 2007	\$440.00				33.60	\$14,784.00
Carolyn Perez	Communications	Michigan State Bar - 2009	\$375.00				10.40	\$3,900.00
Rachel Presa	Litigation	New York - 2011	\$360.00	\$400.00	\$460.00		862.10	\$333,744.00

Elizabeth Scott	Litigation	Texas - 2007		\$500.00			41.20	\$20,600.00
Scott Street	Litigation	California - 2008	\$400.00				23.10	\$9,240.00
Machir Stull	Financial Restructuring	Texas - 2009		\$410.00			14.80	\$6,068.00
Roxanne Tizravesh	Litigation	New York - 2009	\$460.00	\$520.00			231.40	\$113,176.00
Elizabeth Walden	Litigation	District of Columbia - 2009	\$440.00				29.60	\$13,024.00
Dawn Walker	Litigation	Texas - 2010		\$370.00			44.10	\$16,317.00
Karen Williams	Litigation	District of Columbia - 2011		\$390.00			23.90	\$9,321.00
Roderick Wilson	Litigation	Texas - 2006	\$480.00				18.00	\$8,640.00
Lindsay Zahradka	Financial Restructuring	New York - 2011	\$360.00	\$425.00	\$425.00		24.30	\$8,832.50
SENIOR ATTORNEYS/STAFF ATTORNEYS	DEPARTMENT	STATE OF BAR ADMISSION - YEAR	2011 HOURLY BILLING RATE	2012 HOURLY BILLING RATE	2013 HOURLY BILLING RATE	TOTAL HOURS	TOTAL AMOUNT	
Andrew Barnes	Litigation	New York - 2011	\$250.00	\$275.00		233.50	\$63,887.50	
Joseph Decker	Litigation	District of Columbia - 2008	\$290.00	\$295.00		58.60	\$17,147.50	
L'Shauntee Robertson	Litigation	District of Columbia - 2008	\$250.00			6.70	\$1,675.00	
LEGAL ASSISTANTS	DEPARTMENT		2011 HOURLY BILLING RATE	2012 HOURLY BILLING RATE	2013 HOURLY BILLING RATE	TOTAL HOURS	TOTAL AMOUNT	
Denzel Cadet	Litigation		\$200.00	\$205.00		28.00	\$5,570.00	
Alexandra R. Caleca	Financial Restructuring		\$210.00			6.70	\$1,197.00	
Phillip J. Camhi	Litigation		\$195.00	\$200.00		21.20	\$3,777.50	

Abby Foley	Financial Restructuring		\$185.00	\$195.00			30.20	\$5,693.00
Justine Griffin-Churchill	Litigation		\$195.00	\$200.00			15.10	\$2,966.00
Patricia Gunn	Corporate			\$255.00			25.40	\$6,477.00
Melissa Gyure	Litigation		\$250.00	\$250.00	\$260.00		748.50	\$187,125.00
Dmitry B. Iofe	AOT			\$225.00			19.00	\$4,162.50
Brenda R. Kemp	Financial Restructuring		\$210.00	\$215.00	\$225.00		333.80	\$71,197.00
Jessica Krane	Litigation		\$195.00	\$200.00			6.90	\$1,349.50
Dagmara Krasa-Berstell	Financial Restructuring		\$230.00	\$235.00	\$245.00		125.70	\$28,224.50
Leslie Lanphear	Library		\$215.00	\$220.00			5.20	\$953.00
Massai Leonard	EDiscovery		\$215.00	\$220.00			20.00	\$4,390.00
Jim W. Ma	EDiscovery		\$235.00	\$240.00			29.40	\$6,764.00
Daniel F Plucinski	Corporate			\$250.00	\$260.00		10.70	\$2,741.00
Jenny Rajkowski	Labor		\$250.00				17.20	\$4,300.00
Jonathan Samper	Financial Restructuring		\$210.00	\$215.00			54.60	\$11,582.00
Tracy Southwell	Financial Restructuring			\$235.00			14.90	\$3,422.50
Peter J. Sprofera	Financial Restructuring		\$265.00				8.80	\$2,093.50
Radu Stancut	EDiscovery		\$225.00	\$230.00			13.40	\$3,030.50
Gregory Strong	EDiscovery		\$215.00	\$220.00			19.60	\$4,261.50
James Thompson	EDiscovery		\$215.00	\$220.00			10.90	\$2,368.00

Charlie Torres	EDiscovery		\$225.00	\$230.00		346.00	\$78,859.00
TOTAL							\$6,803,458.50
*The total includes fees for professionals and paraprofessionals who billed less than five (5) hours to these chapter 11 cases but such fees were excluded from the summary chart.							

EXHIBIT G

**Compensation by Project Category
for the Final Fee Period**

TERRESTAR CORPORATION
SUMMARY BY TASK
FEBRUARY 16, 2011 THROUGH MARCH 7, 2013

	TOTAL HOURS	TOTAL FEES
Case Administration	1144.70	\$566,087.50
Akin Gump Fee Application / Monthly Billing Reports	516.20	\$213,571.00
Analysis of Other Professionals' Fee Applications/Reports	174.30	\$59,085.00
Review / Preparation of Schedules, Statements	37.60	\$17,490.50
Retention of Professionals	192.30	\$92,739.00
Creditor Committee Matters/Metting (including 341 Meetings)	23.90	\$9,579.00
Court Hearings	773.50	\$335,766.00
Financial Reports and Analysis	73.80	\$30,363.00
DIP, Cash Collateral Usage and Exit Financing	428.60	\$246,407.00
Executory Contracts / Licensing Agreements	93.10	\$39,772.00
General Claims Analysis/Claims Objections	4240.30	\$1,921,450.50
Automatic Stay Issues	0.20	\$140.00
General Adversary Proceedings/Litigation Matters	659.60	\$335,498.00
Analysis of Secured Claims/Adequate Protection Issues	4.50	\$3,462.50
Tax Issues	208.10	\$121,682.00
Labor Issues/Employee Benefits	78.70	\$35,565.50
Real Estate Issues/Leases	27.50	\$17,592.00
Exclusivity	88.10	\$38,079.00
Plan/Disclosure Statement/ Solicitation and Related Documentation	5179.50	\$2,617,625.00

Asset/Stock Transaction / Business Liquidations	4.20	\$3,330.50
Travel Time	146.60	\$86,257.50
General Corporate Matters	18.40	\$9,255.00
Intercompany Claims	1.60	\$702.00
Critical Vendor Issues	1.50	\$600.00
Environmental	1.80	\$1,359.00
TOTAL	14118.60	\$6,803,458.50

EXHIBIT H

**Expenses by Category
for the Final Fee Period**

TERRESTAR CORPORATION
SUMMARY OF EXPENSES
FEBRUARY 16, 2011 THROUGH MARCH 7, 2013

Attorney Contract Labor	\$15,872.75
Audio and Web Conference Services	\$789.15
Bank Fees & Charges	\$6.60
Computerized Legal Research	\$49,455.55
Corporate Service Fees	\$11,771.57
Courier Service / Messenger Service - Off Site	\$3,426.39
Court Costs	\$323.00
Document Retrieval	\$1,106.14
Document Production and Duplication	\$48,127.16
Filing fees	\$200.00
Meals	\$6,181.71
Postage	\$60.65
Professional Fees - Translation Services	\$1,000.00
Research	\$176.10
Telephone - Calling Card	\$81.00
Telephone - Long Distance/Conference Calls	\$751.28
Telephone - Video Conferencing	\$2,045.00
Transcripts	\$12,747.94
Travel - Airfare	\$52,698.60
Travel - Ground Transportation	\$12,323.81
Travel - Lodging	\$17,018.09

Travel - Parking	\$611.82
Travel - Other	\$295.87
Travel - Telephone & Fax	\$79.86
Travel - Train Fare	\$192.25
TOTAL	\$237,342.29